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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

Genesis Global Holdco, LLC, *et al.*,

Debtors.¹

Chapter 11

Case No. 23-10063 (SHL)

Jointly Administered

**STATEMENT OF THE AD HOC GROUP OF GENESIS LENDERS IN SUPPORT OF
REIMBURSEMENT OF ACTUAL, NECESSARY FEES AND EXPENSES INCURRED
IN MAKING A SUBSTANTIAL CONTRIBUTION IN THESE CHAPTER 11 CASES**

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's tax identification number (as applicable) are: Genesis Global Holdco, LLC (8219); Genesis Global Capital, LLC (9564); and Genesis Asia Pacific Pte. Ltd. (2164R). For the purpose of these Chapter 11 Cases, the service address for the Debtors is 250 Park Avenue South, 5th Floor, New York, NY 10003.

The Ad Hoc Group of Genesis Lenders (the “Ad Hoc Group”) hereby submits this statement (this “Statement”), pursuant to this Court’s *Memorandum of Decision*, dated May 17, 2024 (the “Memorandum Decision”) [ECF No. 1691],² in support of the reimbursement of actual, necessary fees and expenses incurred by the Ad Hoc Group in making a substantial contribution in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), and respectfully states as follows:

Preliminary Statement

1. As the Court is aware, the Ad Hoc Group represents creditors holding approximately \$2.5 billion in claims against Genesis Global Capital, LLC (“GGC”), including majorities in amount of asserted USD, Bitcoin, and Ethereum claims against GGC. As the Court is further aware, the Ad Hoc Group has been intimately involved in the Chapter 11 Cases from the “get go” and has provided valuable insight and contributions throughout. Such contributions have been readily apparent from the Petition Date all the way through confirmation and consummation of the Plan, and such realization has been buttressed by the unrefuted testimony of Mr. Paul Aronzon, a member of the Debtors’ Special Committee, at the confirmation hearing.

2. Why the involvement? Why the prominent role? The Ad Hoc Group has represented a significant subset of estate beneficiaries of all types and has been inherently interested in maximizing the value of the estate for *all of the Debtors’ creditor constituencies*, including the retail customers on the Gemini platform. The Debtors and their counsel recognized this and, together with the Creditors’ Committee, the parties developed a path to achieve the greatest recoveries and in the quickest timeframe. Indeed, at the Ad Hoc Group’s urging, the Debtors, the Creditors’ Committee and the Ad Hoc Group forged a path different from all other

² Capitalized terms used but not defined herein shall have the meanings given to them in the Memorandum Decision.

“crypto” cases—one designed to return to creditors the actual benefits of their underlying agreements and claims.

3. The Ad Hoc Group’s members each loaned U.S. Dollars or Digital Assets to the Debtors pursuant to substantially identical master borrow agreements. Following the freeze of withdrawals and loan repayments by GGC in November 2022, the Ad Hoc Group was formed to provide all of the Debtors’ creditors’ representation and a voice to negotiate with the Debtors, DCG, and Gemini regarding a restructuring of the Debtors’ outstanding loans and their claims and causes of action against DCG. At the outset of such representation, and acknowledging the role of the Ad Hoc Group in connection with the restructuring, the Debtors entered into a letter agreement (the “Letter Agreement”) wherein they agreed to satisfy the fees and expenses of Proskauer Rose LLP (“Proskauer”) as the Ad Hoc Group’s counsel. And, as the pre-chapter 11 efforts unfolded and the parties attempted to consensually resolve all issues, the Debtors satisfied all such obligations. Unfortunately, the preliminary restructuring understanding was abandoned, and the Debtors, DCG, the Ad Hoc Group and, upon formation following the Petition Date, the Creditors’ Committee rekindled their efforts during the Chapter 11 Cases to reach a consensual resolution and restructuring. When all such efforts proved unattainable, the Ad Hoc Group promoted moving forward expeditiously with a “No Deal” chapter 11 plan. In order to prove its commitment to the process, the Ad Hoc Group drafted a plan support agreement (the “PSA”), obtained the support of the vast majority of its members and, ultimately, the Debtors and the Creditors’ Committee. In recognition of the significant contribution to the negotiation and development of the PSA and, thereafter, the Plan, similar to the pre-Petition Date Letter

Agreement, such documents provide for the payment of the Ad Hoc Group Restructuring Expenses in full, in cash, on the Effective Date. Plan Art. II.E.

4. Notwithstanding the clear contributions provided, at confirmation, the U.S. Trustee objected to the payment of the Ad Hoc Group Restructuring Expenses, asserting the Ad Hoc Group had failed to file an application pursuant to section 503(b)(3) of the Bankruptcy Code and, thus, there could not have been a showing of “substantial contribution”. *See* ECF No. 1202. As stated on the record, however, such objection was not substantive, but rather, procedural in nature. *See* Hr’g Tr. 146:14-147:11 (Feb. 26, 2024); *see also* Hr’g Tr. 261:5-14 (Mar. 18, 2024). The Court attempted to address this by stating that the filing of a separate application was unnecessary, as the parties and the issues were already before the Court. *See* Feb. 26, 2024 Hr’g Tr. at 24:24-25:25. But, as the Court is aware, the U.S. Trustee persisted and asserted that, without an actual application, it was bound to pursue an objection even though it recognized the “substantial contribution” and “value” brought by the Ad Hoc Group. *See* Hr’g Tr. 258:18-259:20 (Mar. 18, 2024).

5. On May 17, 2024, this Court entered the Memorandum Decision overruling objections to confirmation of the Plan and finding that the Ad Hoc Group had made a substantial contribution to the Chapter 11 Cases. *Memorandum Decision* at 128. However, the Court indicated, perhaps in light of the U.S. Trustee’s position, that it did “not have a sufficient record to determine what fees were incurred for services that benefitted the entire case, as compared with the fees incurred solely for the parochial interests of the specific creditor” and directed parties seeking a finding of substantial contribution to “submit evidence of its fees incurred in making a substantial contribution, together with an explanation of the tasks for which it is seeking

compensation.” *Id.* Accordingly, the Ad Hoc Group submits this Statement detailing the Ad Hoc Group Restructuring Expenses and the tasks for which the Ad Hoc Group is seeking compensation.

THE AD HOC GROUP’S SUBSTANTIAL CONTRIBUTION

6. As noted above, the Ad Hoc Group formed in November 2022 and retained Proskauer to represent the Debtors’ lenders’ interests in connection with the restructuring and repayment of the Debtors’ obligations to their lenders, including, without limitation, recovering value in connection with DCG’s then \$1.7 billion of outstanding obligations to GGC. At the time of the Ad Hoc Group’s formation, the Debtors had frozen transactions with their customers, withholding billions of dollars worth of their fiat and digital currency assets, and customers sought Proskauer’s assistance to represent their rights and negotiate a debt repayment strategy with the Debtors and DCG. Since the Debtors filed these Chapter 11 Cases, the Ad Hoc Group’s participation in these Chapter 11 Cases has provided a significant and demonstrable benefit to the Debtors’ estates and creditors. The Debtors acknowledged this benefit and the role of the Ad Hoc Group by executing the Letter Agreement providing for the reimbursement of all fees and expenses and agreeing post-petition to assume such obligation in both the PSA and the Plan.

7. During the Chapter 11 Cases, the Ad Hoc Group participated in joint mediation sessions and negotiated jointly and separately with DCG and its representatives in an effort to resolve claims and causes of action against DCG and generate significant value for the Debtors’ estates. When a DCG resolution eluded all, the Ad Hoc Group conceptualized the “No Deal” plan, convinced the Debtors and the Creditors’ Committee to pursue it, and drafted and developed the PSA (uniting the vast majority of the Debtors’ creditors, as well as the Debtors and the Creditors’ Committee), the Plan, and the Distribution Principles, which represent an almost-entirely consensual resolution with respect to the distribution of assets. The PSA and resulting Plan are

extraordinary accomplishments in these Chapter 11 Cases that (a) resolve complex disputes among Digital Asset and USD creditors, as well as the Debtors and the Creditors' Committee, (b) provide for greater recoveries to cryptocurrency-denominated creditors than any other "crypto" chapter 11 case, (c) allow the Debtors to emerge from chapter 11, so creditors can finally begin receiving recoveries on account of their loaned assets, and (d) maintain litigation against DCG for further creditor recompense.

8. Additionally, the Ad Hoc Group was instrumental in relaying creditor concerns to the New York State Office of the Attorney General ("NYAG"), conceptualizing the allowance and subordination of the NYAG proof of claim, and brokering an extremely favorable settlement with the NYAG, further limiting litigation costs and benefiting the Debtors' estates.

9. Furthermore, it was the Ad Hoc Group which took the time (and it was significant) to address the concerns of Gemini and its retail customers and develop a concept for the resolution of the Gemini claims and the outstanding litigation. Once again, it was the Ad Hoc Group that took the lead, with Gemini, and brought forth a term sheet which became the acorn for the overall settlement.

10. As the Court is aware, getting to confirmation and consummation of the Plan is not something that happens overnight or sometimes even quickly. Often, it takes the parties months to coalesce around a concept that works for all or substantially all. Such was the case here. Every step along that path was critical to developing an acceptable chapter 11 plan, and each step must be considered and not dismissed as not worthy, for without constant communication, involvement, and the education of all parties to their competing interests, nothing could be accomplished.

11. Accordingly, the Ad Hoc Group seeks reimbursement, payable to Proskauer, of Ad Hoc Group Restructuring Expenses in the amount of (i) \$11,309,492.32 in Ad Hoc Group

Restructuring Expenses incurred during the period from the Petition Date through May 31, 2024 and (ii) when incurred, Ad Hoc Group Restructuring Expenses incurred during the period from June 1, 2024 through the Effective Date.³ Copies of Proskauer's invoices detailing the Ad Hoc Group Restructuring Expenses for the period from the Petition Date up to and including May 31, 2024, have been provided to the Debtors, the U.S. Trustee, and Counsel to the Committee and are attached hereto as **Exhibit A**.⁴

12. A detailed description of the key tasks undertaken by Proskauer on behalf of the Ad Hoc Group is set forth below. In addition to the tasks set forth below, prior to the Petition Date and throughout these Chapter 11 Cases, among other things, Proskauer (i) engaged in frequent communications with members of the Ad Hoc Group and the Ad Hoc Group SteerCo to provide updates to ninety (90) of the Debtors' largest creditors on the Chapter 11 Cases and obtain creditor input on material developments, (ii) monitored the Chapter 11 Cases and reviewed all material pleadings filed in the Chapter 11 Cases and related adversary proceedings (frequently providing comments prior to filing (per the PSA, the Ad Hoc Group is entitled to review and comment upon all pleadings) or filing its own pleadings in support of all creditor interests), (iii) attended all hearings and status conferences in the Chapter 11 Cases, advocating in support of creditor rights

³ The Ad Hoc Group will provide copies of invoices for any Ad Hoc Group Restructuring Expenses incurred, but not yet invoiced, and any additional Ad Hoc Group Restructuring Expenses to be incurred through the Effective Date, to the Court and the U.S. Trustee.

⁴ Proskauer is not subject to the provisions of the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [ECF No. 101] or section 327 of the Bankruptcy Code and, accordingly, did not separate its time entries by category. Accordingly, it is not possible for the Ad Hoc Group to estimate the amount of the Ad Hoc Group Restructuring Expenses on a categorical basis in accordance with this Court's request to determine fees incurred for services that benefitted the entire case, as compared with the fees incurred solely for the interests of a specific creditor. However, Proskauer's practice throughout the Chapter 11 Cases has been to only bill time for matters that inured to the benefit of the entire Ad Hoc Group and, as a result, the Debtors' estates. Proskauer has reviewed its time entries in connection with the preparation of this Statement, and removed \$15,113.00 in fees that did not advance the interests of creditors as a whole. Proskauer does not believe any additional time was billed to advance the interests of specific creditors. As a result, the Ad Hoc Group seeks reimbursement for all Ad Hoc Group Restructuring Expenses.

at all opportunities, and (iv) engaged in frequent communications with advisors to the Debtors, the Creditors' Committee, Gemini, and DCG regarding matters related to the Chapter 11 Cases.

a. Formation of the Ad Hoc Group. At the outset of Proskauer's retention by the Ad Hoc Group, Proskauer attorneys spent significant time (a) preparing a non-disclosure agreement that would bind Ad Hoc Group members and permit them and Proskauer to receive important confidential documentation to participate in negotiations and settlement discussions, and (b) reviewing Ad Hoc Group members' claims and loan documents to ensure that positions being taken were consistent with available rights and applicable law and, in the end, the Debtors' perspective. Proskauer's efforts ultimately grew the Ad Hoc Group to ninety (90) of the Debtors' largest creditors holding approximately \$2.5 billion in claims. As set forth below, the Ad Hoc Group was instrumental in negotiating with parties in interest to ultimately develop the Plan, settle significant litigation, and in other matters that provided significant benefit to the Debtors' estates. Without the formation and coordinated efforts of the Ad Hoc Group as a single entity with which the Debtors and the Creditors' Committee could dialogue, many additional disparate creditor groups would likely have formed, causing the generation of needless fees and expenses and the probable disintegration of an overall agreement.

b. The Initial Plan and Term Sheet. In December 2022 and January 2023, Proskauer, on behalf of the Ad Hoc Group, spent significant time developing an overall case strategy and a transaction proposal that was ultimately documented in the non-binding *Plan Term Sheet* [ECF No. 19, Ex. A] (the "Initial Term Sheet") and the *Debtors' Joint Chapter 11 Plan* [ECF No. 20] (the "Initial Plan") filed with the Court on January 20, 2023. During this time, Proskauer attorneys conducted significant due diligence, drafted, negotiated, and revised a term sheet documenting the proposed transaction, and conducted analysis of the tax implications of such proposal, culminating

in the Initial Term Sheet and the Initial Plan. These agreements provided for (a) the Debtors to either sell their assets or, if unsuccessful, distribute equity interests in reorganized Genesis Global Holdco, LLC, and (b) a potential settlement, subject to further diligence, of claims and causes of action against DCG. At the time, the parties believed such proposal would maximize the value of the Debtors' estates for the benefit of all creditors. Following the commencement of the Chapter 11 Cases, Proskauer attorneys continued to develop, revise, and negotiate the Initial Term Sheet, and conducted additional tax analysis relating to the Initial Term Sheet and Initial Plan.⁵

c. Commencement of the Chapter 11 Cases. The Chapter 11 Cases were commenced on January 19, 2023. In the days leading up to the Petition Date, Proskauer attorneys engaged in extensive discussions with the Debtors and other parties in interest regarding the upcoming chapter 11 filing and conducted research related to the Chapter 11 Cases, assisted with the development of first day pleadings, and protected creditor interests in connection therewith, including requiring the redaction of all creditor information to ensure creditor security and confidentiality. Following the commencement of the Chapter 11 Cases, Proskauer attorneys continued to engage in discussions with parties in interest regarding the chapter 11 filing on behalf of the Debtors' unsecured creditors. In February 2023, the Creditors' Committee was formed, and Proskauer attorneys engaged in discussions with counsel to the Creditors' Committee regarding the status of the Chapter 11 Cases and the Initial Plan and Initial Term Sheet.

d. Sale Process. As described above, the Initial Plan and Initial Term Sheet contemplated a sale process for substantially all of the Debtors' assets. In March 2023, Proskauer attorneys reviewed and negotiated bidding procedures in connection with such sale process, and

⁵ No fees and expenses incurred prior to the Petition Date are included in or subject to this Statement. Such amounts were previously recognized by the Debtors and satisfied pursuant to the Letter Agreement.

supported the approval of the bidding procedures. Proskauer monitored the sale process and engaged in discussions with the Debtors regarding bids received, and, from June to August 2023, Proskauer attorneys reviewed and negotiated an equity purchase agreement submitted by a bidder, with the goal of maximizing the value of the Debtors' estates for the benefit of all creditors. However, due to certain regulatory concerns, the Debtors' sale process ultimately did not yield any actionable bids.

e. Investigation/Mediation. Commencing prior to the Petition Date by the Debtors and later replicated by the Creditors' Committee, estate fiduciaries investigated the activities of DCG and the actions that resulted in the asserted fraud by DCG and the Debtors and upon the Debtors' creditors. In April 2023, and in an effort to avoid duplication of efforts and costs for the estates, Proskauer attorneys requested and received a confidential presentation from the Debtors' attorneys with respect to the status and findings of their investigation into the Debtors' claims and causes of action assertable against DCG and related parties. Concurrently, Proskauer attorneys began to discuss the prospect of mediation with the Debtors, the Creditors' Committee, DCG, and Gemini (collectively, the "Mediation Parties") regarding issues related to the formulation of a chapter 11 plan. Specifically, Proskauer attorneys engaged in frequent discussions with counsel to the Debtors and the Creditors' Committee regarding mediation, reviewed lists of proposed mediators, and reviewed and negotiated the Debtors' motion for appointment of a mediator and the proposed order approving the same [ECF No. 252]. With the assent of the Ad Hoc Group, the Court appointed Randall J. Newsome as mediator on May 1, 2023 [ECF No. 279]. Again, the

Debtors and the Creditors' Committee recognized that, absent the participation and support of the Ad Hoc Group, mediation and any resulting agreement would not matter.

In May 2023, with the benefit of the presentation materials received confidentially from the Debtors, Proskauer attorneys prepared for mediation. Among other things, Proskauer worked with members of the Ad Hoc Group to gather additional facts and materials to further buttress the analysis of the estates' potential claims and causes of action. Further, Proskauer attorneys met with the Mediation Parties regarding scheduling and the mediation process. Mediation began in May 2023, and, until its conclusion in August 2023, Proskauer attorneys engaged in mediation with the Mediation Parties with the goal of reaching a consensual resolution of all issues in the Chapter 11 Cases and developing a chapter 11 plan acceptable to all Mediation Parties for the benefit of the Debtors' estates and all creditors. During the mediation period, Proskauer attorneys reviewed, analyzed, and responded to various proposals made by the Mediation Parties, developed its own counterproposals, and communicated with members of the Ad Hoc Group regarding such proposals.

f. The "No Deal" Plan and the Distribution Principles. In May and June 2023, and in parallel with mediation, Proskauer attorneys engaged with the Debtors and the Creditors' Committee regarding a revised chapter 11 plan. Proskauer attorneys had frequent discussions with parties in interest regarding the structure of an amended plan and continued to revise the Initial Plan and Initial Term Sheet to reflect the terms of the proposed amended plan. On June 13, 2023, the Debtors filed the *Debtors' Amended Joint Chapter 11 Plan* [ECF No. 427], which provided for distributions to creditors from the Debtors' available assets and preserved all litigation against DCG. After the filing of such plan, the parties continued to engage in mediation and further develop the proposed plan. In August 2023, Proskauer attorneys began to work with holders of

U.S. Dollar and Digital Asset claims to develop the Distribution Principles, which settled significant inter-creditor disputes regarding claims valuation and asset distribution methodologies, and which would ultimately be approved in connection with the confirmed Plan. The Debtors and the Creditors' Committee recognized the role of the Ad Hoc Group, as its overall membership and the SteerCo were comprised of holders of both types of claims and, therefore, was in the best position to reach an agreement.

g. The Agreement in Principle and Ad Hoc Group Opposition. On August 29, 2023, the Debtors suddenly announced that mediation had concluded, resulting in an agreement in principle among the Debtors, the Creditors' Committee, and DCG, the terms of which were set forth in the *Notice of Mediation Termination* [ECF No. 625] (the "Agreement in Principle"). The Ad Hoc Group and Gemini opposed the Agreement in Principle because the proposed contribution from DCG was wholly insufficient to satisfy creditors' claims and the Agreement in Principle would grant DCG impermissible releases. As the Ad Hoc Group is comprised of creditors holding a majority of claims in each voting class, any plan premised on the Agreement in Principle would have been unconfirmable, leaving the Debtors with no path forward. Proskauer attorneys immediately informed the Debtors and DCG that the Ad Hoc Group opposed the Agreement in Principle and, on August 29, 2023, the Ad Hoc Group filed the *Statement of Ad Hoc Group of Genesis Lenders in Respect of Public Update on Plan Discussions* [ECF No. 632] identifying the significant problems that the Agreement in Principle would create for creditors and indicating the Ad Hoc Group's opposition thereto. Proskauer attorneys communicated with members of the Ad Hoc Group regarding the Agreement in Principle and obtained the signatures of creditors holding over \$3 billion in claims to a statement opposing the Agreement in Principle and supporting a proposed plan consistent with the Ad Hoc Group's then-most recent proposal. *See* ECF No. 814.

In fact, at a hearing, the Court acknowledged the Ad Hoc Group's position and informed the Debtors that confirmation of a chapter 11 plan not endorsed by the Ad Hoc Group was unlikely. *See* Sept. 6, 2023 Hr'g Tr. at 109:21-110:2; Nov. 7, 2023 Hr'g Tr. at 76:4-17. Throughout September and October 2023, Proskauer attorneys continued to draft and negotiate an amended plan, a related term sheet, and the Distribution Principles, and began to draft and negotiate the PSA. On October 24, 2023, the Debtors filed the *Debtors' Amended Joint Chapter 11 Plan* [ECF No. 838], which included the adoption of the Ad Hoc Group-developed Distribution Principles.

Thereafter, the Ad Hoc Group continued to engage with the Debtors and the Creditors' Committee to finalize the Distribution Principles, the PSA, and an amended plan reflecting the agreements reached among the creditor constituencies regarding the Distribution Principles. On November 28, 2023, the Debtors, the Creditors' Committee, and the majority of the members of the Ad Hoc Group entered into the PSA, an extraordinary accomplishment resolving complex disputes among Digital Asset and U.S. Dollar creditors that paved the way for confirmation of the Plan and the resolution of these Chapter 11 Cases. Also on November 28, 2023, Proskauer attorneys argued in support of the Debtors' disclosure statement in connection with the *Debtors' Amended Joint Chapter 11 Plan* [ECF No. 989], which reflected the terms of the PSA and the Distribution Principles for the benefit of all creditors. The Court entered an order approving the disclosure statement on December 6, 2023 [ECF No. 1027].

h. The Partial Repayment Agreement. In September 2023, Proskauer attorneys negotiated the Partial Repayment Agreement with the Debtors, the Creditors' Committee and DCG, pursuant to which DCG stipulated to the amounts outstanding under its loans, agreed to make periodic payments on undisputed amounts, and agreed to pay a forbearance fee, among other things. The Partial Repayment Agreement was entered into on September 12, 2023. *See* Adv.

Proc. No. 23-01160, Ex. B. Pursuant to the Partial Repayment Agreement, as of October 29, 2023, the Debtors had a right to terminate the Partial Repayment Agreement because a global restructuring agreement had not been reached. Termination of the Partial Repayment Agreement would have relieved DCG of its obligations thereunder, to the detriment of the Debtors' estates, and, accordingly, the Ad Hoc Group engaged in negotiations with the parties to the Partial Repayment Agreement regarding an amendment. An amended Partial Repayment Agreement was entered into on November 28, 2023 which, among other things, modified the payment schedule and required DCG to repay all undisputed amounts by April 1, 2024. *See id.* Ex. C. DCG made several payments to the Debtors' estates and, on January 5, 2024, publicly announced that it had satisfied all of its obligations pursuant to the Partial Repayment Agreement. However, the Ad Hoc Group has disputed this assertion and sought the repayment of significant amounts of U.S. Dollars and BTC that remain outstanding, to ensure the estates and creditors receive the full amounts they are entitled to pursuant to the Partial Repayment Agreement. *See* ECF No. 1133. As the Court is aware, this issue has recently been renewed by DCG. Regardless of this ongoing dispute, the Partial Repayment Agreement created substantial value for the Debtors' estates through payments from DCG, for the benefit of all creditors.

i. The NYAG Settlement. On October 19, 2023, NYAG filed a complaint in the Supreme Court of the State of New York against the Debtors, Gemini, DCG, Soichiro Moro, and Barry E. Silbert alleging, among other things, that the Debtors engaged in illegal acts to defraud creditors (the "NYAG Action"). Initially, the NYAG Action focused on fraud perpetrated upon Gemini Earn users, seeking approximately \$1.1 billion in restitution. Beginning in November 2023, Proskauer attorneys engaged in numerous discussions with NYAG with the goal of settling the NYAG Action. As part of this, Proskauer attorneys met with the NYAG office to discuss

creditors' interests in the NYAG Action, and the facts and materials supporting the claims and causes of action assertable against DCG and the other defendants in the NYAG Action. Additionally, Proskauer facilitated and attended interviews between the NYAG and certain members of the Ad Hoc Group to gather additional factual support for the NYAG Action. As a result of such efforts, the NYAG determined to amend its complaint to include all victims of the Debtors' and DCG's fraud, increasing the damages asserted to an amount in excess of \$3 billion.

In February 2024, the Ad Hoc Group, the Debtors, and NYAG agreed on terms of a settlement that, among other things, provides for the allowance of a subordinated claim and the consequent distribution of any recovery received by NYAG to creditors in accordance with the Distribution Principles (the "NYAG Settlement"). On February 15, 2024, the Debtors filed an amended chapter 11 plan reflecting the terms of the NYAG Settlement [ECF No. 1325]. The NYAG Settlement was brokered by Proskauer and the Debtors and supported by all parties in interest except DCG. The Court approved the NYAG Settlement pursuant to the Memorandum Decision thereby cementing the value that would inure to the benefit of the Debtors' creditors. *See* Memorandum Decision at 35–59.

j. The Gemini Settlement. On October 27, 2023, Gemini commenced an adversary proceeding (the "Gemini Action") against the Debtors seeking a declaratory judgment that Gemini properly foreclosed on the Gemini GBTC Shares, that the Additional GBTC Shares were not property of the Debtors' estates, and that Gemini had a security interest in or constructive trust over the Additional GBTC Shares. *See* Adv. Proc. No. 23-01192. Proskauer attorneys reviewed and analyzed the complaint filed by Gemini, engaged in numerous strategic discussions regarding the adversary proceeding, and coordinated with the Debtors and Creditors' Committee regarding the response to be asserted on behalf of the Debtors' estates. As a result of these strategic

discussions, on November 21, 2023, the Debtors filed (a) an answer and counterclaims to the Gemini Action [Adv. Proc. No. 23-01192, ECF No. 10], (b) a motion to dismiss the Gemini Action [Adv. Proc. No. 23-01192, ECF No. 9], which was ultimately granted by the Court [Adv. Proc. No. 23-01192, ECF No. 35], and (c) an adversary proceeding against Gemini seeking to avoid approximately \$689 million in preferential payments made to Gemini through the Gemini Earn Program prior to the Petition Date. *See* Adv. Proc. No. 23-01203 (the “Gemini Preference Action,” and together with the Gemini Action, the “Gemini Litigation”). In December 2023, Proskauer attorneys engaged in numerous discussions with Gemini, the Debtors, and the Creditors’ Committee with the goal of reaching a consensual resolution of the Gemini Litigation for the benefit of the Debtors’ estates and all creditors.

With all parties gathered in one location during the Confirmation Hearing, Proskauer attorneys developed and negotiated a term sheet for a settlement with Gemini, which was endorsed by the Debtors and the Creditors’ Committee. Near the end of the evidentiary portion of the Confirmation Hearing, the parties executed a term sheet documenting their agreement and announced the key terms of the agreement to the Court the same day, at the conclusion of the Confirmation Hearing. Notably, the parties all recognized the Ad Hoc Group’s primary role bringing the parties together and brokering the settlement terms. *See, e.g.*, Feb. 28, 2024 Hr’g. Tr. at 149:5-13 (Mr. Frelinghuysen: “Just a round of thanks. The principals were highly involved in this. Gemini principals, the Ad Hoc Group principals and the UCC principals. A very active group worked together to bring this across the line. Mr. Rosen called me . . . a couple months ago with the seed of this idea. And it’s been a great professional relationship to get there. Also heated. We have been – it’s been highly antagonistic at some points.”). Subsequently, the term sheet was reduced to a settlement agreement among the parties, which was executed on March 18, 2024, and

recently approved by the Court and consummated (the “Gemini Settlement”). The Gemini Settlement, which was brokered by Proskauer, provided significant value to the Debtors’ estates and all creditors by, among other things, removing the risk associated with the Gemini Action, providing for Gemini’s release of any interest in the Additional GBTC Shares, providing for in-kind distributions to Gemini Lenders, reducing Gemini’s master proof of claim by \$50 million, and paving the way for distributions to the Gemini Lenders—one of the largest creditor constituencies—to be made. As a result of the Gemini Settlement, Gemini Lenders have already received almost 98% of their interests on an in-kind basis.

k. Post-Confirmation Governance and Control. Proskauer attorneys have expended extensive time preparing for post-confirmation matters, including by drafting bylaws for the Litigation Oversight Committee and Wind-Down Oversight Committee, coordinating the nomination of members to such committees, and reviewing and negotiating governance documents and other materials included in the Plan Supplement. Proskauer, on behalf of the Ad Hoc Group, negotiated for creditor control over the post-confirmation process to ensure that creditors, who will benefit from the actions of the Litigation Oversight Committee and Wind-Down Oversight Committee, will have sufficient oversight.

l. Plan Confirmation. In December 2023, Proskauer attorneys began to prepare for a contested confirmation hearing. Proskauer attorneys conducted extensive research and analysis regarding legal issues expected to be raised by DCG, including the Debtors’ solvency and the “dollarization” of cryptocurrency claims as of the Petition Date. Proskauer attorneys conducted extensive research regarding dollarization and the valuation of cryptocurrency and other commodities claims, and prepared a detailed memorandum regarding dollarization. In addition, in January and February 2024, Proskauer attorneys participated extensively in discovery with

respect to Plan confirmation, reviewing and responding to discovery requests, engaging in numerous discussions with other parties in interest regarding discovery, and preparing for and participating in depositions. These efforts ensured that Proskauer was best positioned to support confirmation of the Plan for the benefit of the Debtors' estates and all creditors. In furtherance of confirmation of the Plan, in January and February 2024, Proskauer attorneys also prepared a brief in support of confirmation, arguing the Plan should be confirmed over the objections of DCG, the U.S. Trustee, and other parties. In the weeks leading up to the Confirmation Hearing, Proskauer attorneys spent substantial time preparing for the hearing and communicating with the Debtors and Creditors' Committee regarding strategy for the Confirmation Hearing. The Confirmation Hearing took place from February 26 through 28, 2024, with closing argument taking place on March 18. As described above, the Court entered the Memorandum Decision confirming the Plan. Proskauer's efforts were instrumental in prosecuting the Plan to successful confirmation, enabling the Debtors to emerge from these Chapter 11 Cases and begin to make distributions to creditors.

m. Plan Consummation. Beginning in March 2024, Proskauer attorneys have met frequently with the Debtors and the Creditors' Committee to prepare for the closing of the transactions contemplated by the Plan to ensure distributions to creditors can be made as quickly as possible. Specifically, Proskauer attorneys engaged in frequent discussions regarding creditor information required for the Debtors to make distributions, "rebalancing" transactions that need to occur to effectuate such distributions in accordance with the Distribution Principles, and the reconciliation of claims filed against the Debtors, among other things. In addition, Proskauer attorneys met frequently with members of the Wind-Down Oversight Committee regarding the distribution process. In addition, in April and May 2024, Proskauer attorneys spent time preparing to respond to a potential request for a stay pending appeal of confirmation of the Plan by DCG,

and preparing to respond to the potential appeal itself, to advocate against any such stay request and appeal to ensure distributions will be made to creditors as quickly as possible.

13. As is demonstrated by the foregoing, the Ad Hoc Group has been intimately involved in all aspects of these Chapter 11 Cases and played a pivotal role in the success of these Chapter 11 Cases, including through the development of the Plan and the negotiation of significant settlements with parties in interest. These efforts enabled the Debtors to achieve confirmation of the Plan and to soon begin to make distributions to creditors—more than a year and a half since the Debtors froze withdrawals in November 2022. Accordingly, it is clear that the Ad Hoc Group has made a substantial contribution to these Chapter 11 Cases.

CONCLUSION

For the foregoing reasons, the Ad Hoc Group respectfully requests that the Court (a) authorize reimbursement of the Ad Hoc Group Restructuring Expenses in the amount of (i) \$11,309,492.32 in Ad Hoc Group Restructuring Expenses incurred through May 31, 2024 and (ii) when incurred, Ad Hoc Group Restructuring Expenses incurred through the Effective Date, and (b) grant such other and further relief as is just.

Dated: June 7, 2024
New York, New York

PROSKAUER ROSE LLP

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-and-

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*Counsel to the Ad Hoc Group of
Genesis Lenders*

Exhibit A

Proskauer Invoices



Proskauer Rose LLP Eleven Times Square, New York, NY 10036-8299

Federal ID: 13-1840454

Genesis Global Capital, LLC
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006

Invoice: 21178142
Invoice Date: 26 Apr 2023
Client Matter ID: 87301.0001

Attn: Sean O'Neal

RE: Debt Restructuring

For legal services rendered for the period ending March 31, 2023 as set forth in this invoice.

Fees Billed	\$ 499,413.00
Disbursements Billed	\$ 1,092.13
Total Due This Invoice	\$ 500,505.13

Outstanding Invoices

<u>Date</u>	<u>Invoice</u>	<u>Total</u>	<u>Credits Applied</u>	<u>Remaining Balance</u>
28 Feb 2023	21163173	892,660.90	0.00	892,660.90
29 Mar 2023	21172181	599,210.76	0.00	599,210.76
Total Outstanding				\$ 1,992,376.79

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001

We do not change our bank account details. Do not reply to or act upon any email you receive purporting to advise you that our bank account details have changed. Please telephone your contact at our office before transferring any funds.

Client Name Committee of Facility B Lenders (87301)
 Matter Name Debt Restructuring (0001)

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Description of Services Rendered			
<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
01 Mar 2023	MTH	Genesis - tax discussion. Internal calls and emails structure.	2.30
01 Mar 2023	VI	Review status and outstanding case issues; Multiple email correspondences re: same; Review next steps.	1.00
01 Mar 2023	BSR	Review G. Pesce memorandum regarding 2019 (0.10); Review V. Indelicato memorandum regarding same (0.10); Review J. Sazant memorandum regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Office conference with J. Sazant regarding same (0.20); Review [REDACTED] comments to engagement letter (0.10); Memorandum to J. Sazant regarding same (0.10); Teleconference with J. Sazant regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Memorandum to M. Hamilton regarding Steer Co Call (0.10); Review [REDACTED] memorandum regarding disclosure (0.30); Memorandum to [REDACTED] regarding same (0.20); Review O'Neal memorandum regarding Invoice (0.10); Memorandum to O'Neal regarding same (0.10); Steering committee call regarding update (1.10); Memorandum to S. Furgoon regarding DCG/PSA (0.10); Review J. Saferstein memorandum regarding same (0.10); Memorandum to Saferstein regarding same (0.10); Review Saferstein memorandum regarding meeting (0.10); Memorandum to Saferstein regarding same (0.10); Review Saferstein memorandum regarding same (0.10); Memorandum to Saferstein regarding same (0.10); Review Saferstein memorandum regarding DTC/40 Act (0.20); Memorandum to Saferstein regarding same (0.10); Review Y. Habernicht memorandum regarding tax issues (0.20); Memorandum to Habernicht regarding same (0.10).	4.20
01 Mar 2023	FGZ	Further follow up open issues, preparation for meeting tomorrow.	0.70
01 Mar 2023	YSH	Attended call with Weil and Proskauer tax teams (0.60); preparation for call with Weil regarding tax issues - 0.5; drafted slide deck for advisors' meeting to discuss tax issues (1.00); Attended call with White & Case and Proskauer tax teams (0.60); analysis of tax issues in connection with proposed restructuring (1.20).	3.90
01 Mar 2023	TTM	Calls with ad hoc group of creditors, White & Case tax team, and Weil/EY tax teams [2.00]; research into [REDACTED] [1.00]; prepared summary of analysis of [REDACTED] and sent to Y. Habernicht for her review [1.30]; revise slide deck for Thursday meeting based on comments received from J. Sazant [0.50].	4.80
01 Mar 2023	JS	Draft 2019 statement; correspondence with B. Rosen re: same; correspondence with B. Rosen and V. Indelicato re: case administration; meeting with B. Rosen re: case status update; creditor communications; meeting with B. Rosen, F. Zarb, M. Hamilton, Y. Habanich, T. Multari, Hughes Hubbard, and clients re: case status update; edit tax issues presentation; correspondence with M. Hamilton, Y. Habanich, and T. Multari re: same.	8.10
01 Mar 2023	ESG	Submit invoice for 2.22.23 hearing transcript.	0.10

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
01 Mar 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.20
02 Mar 2023	MTH	Genesis - Attend meeting. (Moelis) Prepare same. Review revised documents.	5.50
02 Mar 2023	BSR	Office conference with J. Sazant regarding 2019, etc. (0.40); Review same (0.20); Review Cleary PSA comments (0.70); Meeting at Moelis with Cleary, HL, W&C, et al., regarding restructuring issues (3.50); Review J. Sazant memorandum regarding Joinder (0.10); Memorandum to J. Sazant regarding same (0.10); Review [REDACTED] memorandum regarding disclosure (0.10); Memorandum to [REDACTED] regarding same (0.10); Memorandum to J. Sazant regarding UCC notice (0.10); Review J. Sazant memorandum regarding same (0.10); Review conference call with O'Neal and J. Sazant regarding PSA meeting (0.40); Review draft agenda (0.20); Review G. Pesce memorandum regarding 2019 (0.10); Memorandum to G. Pesce regarding same (0.10).	6.20
02 Mar 2023	FGZ	In-person meeting in NY, preparation and follow up, some travel.	5.00
02 Mar 2023	YSH	Analysis of tax issues in connection with proposed restructuring.	1.20
02 Mar 2023	TTM	Provided revised slide deck to B. Rosen, F. Zarb, and J. Sazant ahead of meeting; coordinated Friday call with Hughes Hubbard tax team.	0.50
02 Mar 2023	JS	Meeting with B. Rosen, M. Hamilton, F. Zarb, Cleary, Moelis, W&C, Houlihan, BRG, and Hughes Hubbard re: case issues; draft 2019 statement; correspondence with B. Rosen, V. Indelicato, W&C, and creditors re: same; draft joinder to Redaction Motion; review tax issues presentation; correspondence with B. Rosen, M. Hamilton, Y. Habanich, and T. Multari re: same; meeting with B. Rosen and Cleary re: meeting agenda.	8.20
02 Mar 2023	MRV	Review UCC creditor information motion.	0.20
02 Mar 2023	ESG	Assist with potential filing per J. Sazant.	6.50
02 Mar 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.30
02 Mar 2023	ESG	Maintain Genesis docket calendar and register attorneys for upcoming hearings.	0.50
03 Mar 2023	MTH	Genesis - Conference call; creditor meeting. Emails various members of tax WG.	2.30
03 Mar 2023	VI	Review draft 2019 and related issues; Email correspondences re: same; Analyze case status and related issues; Telephone conference w/Ad Hoc Group re: same; Review next steps.	1.00
03 Mar 2023	BSR	Review and revise Joinder and 2019 (0.50); Memorandum to J. Sazant regarding same (0.10); Teleconference with J. Sazant regarding same (0.20); Teleconference with S. O'Neal regarding update (0.20); Review Pesce memorandum regarding filing (0.10); Memorandum to Pesce regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Review J. Sazant memorandum regarding corrected filing (0.10); Review Meises memorandum regarding 2019 (0.10); Conference call with SteerCo, et al., regarding update (1.20); Memorandum to [REDACTED] regarding PSA (0.10); Revise Ad Hoc update (0.40); Review Hamilton memorandum regarding tax call (0.10); Memorandum to Hamilton regarding same (0.10).	3.40
03 Mar 2023	FGZ	Follow up open issues.	0.50

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
03 Mar 2023	YSH	Attended call with clients to discuss strategy (1.10); Attended call with Hughes Hubbard to discuss tax issues and open items (1.10); Email communication with Weil to schedule follow-up tax call (0.50).	2.70
03 Mar 2023	TTM	Tax call with Hughes Hubbard [1.00]; call between Proskauer team and ad hoc creditor group [1.00]; caselaw research into [REDACTED] [REDACTED] 1.70]; compile list of relevant professionals for standing weekly tax call [0.30].	4.00
03 Mar 2023	JS	Edit joinder to Redaction Motion; correspondence with B. Rosen and E. Gaspar re: filing same; draft weekly creditor update report; creditor communications; meeting with B. Rosen, Hughes Hubbard, and clients re: case status update; draft document request list; emails with B. Rosen re: same.	5.10
03 Mar 2023	MRV	Review joinder to redaction motion (0.30); review weekly update to clients (.010).	0.40
03 Mar 2023	ESG	File Joinder and 2019 statement.	1.20
03 Mar 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.10
03 Mar 2023	NKO	Assist E. Gaspar with filing of joinder.	0.50
04 Mar 2023	VI	Review draft bidding procedures motion and related issues; Email correspondence re: same; Review next steps.	1.00
04 Mar 2023	BSR	Review and revise PSA (1.60); Review Sazant memorandum regarding conference information (0.10).	1.70
04 Mar 2023	MRV	Emails with J. Sazant regarding bidding procedures.	0.10
05 Mar 2023	BSR	Review Sazant memorandum regarding information (0.10); Review O'Neal memorandum regarding signature pages (0.10); Memorandum to J. Sazant regarding information (0.10); Review J. Sazant memorandum regarding same (0.10); Memorandum to O'Neal regarding information/term sheet (0.20); Further revise PSA (1.00).	1.60
05 Mar 2023	JS	Emails with B. Rosen re: info requests; emails with HHR re: PSA.	0.30
05 Mar 2023	MRV	Review and revise bidding procedures.	3.90
06 Mar 2023	BSR	Teleconference with J. Sazant regarding update (0.30); Review article regarding Grayscale (0.20); Memorandum to Steering committee regarding same (0.10).	0.60
06 Mar 2023	YSH	Email communication with Weil to schedule follow-up tax call (0.20); Research regarding tax issues (1.50).	1.70
06 Mar 2023	TTM	Made updates to ongoing tax issues list to include expected information reporting [0.50].	0.50
06 Mar 2023	JS	Edit PSA; correspondence with B. Rosen and clients re: same; creditor communications; emails with W&C re: UCC questions; edit bid procedures motion; correspondence with B. Rosen and M. Volin re: same; correspondence with B. Rosen, E. Gaspar, and clients re: Grayscale lawsuit	4.90
06 Mar 2023	MRV	Review and revise bidding procedures (2.80); emails with E. Gaspar regarding logistics for upcoming hearing (0.10).	2.90
06 Mar 2023	ESG	Maintain Genesis docket calendar (0.30); Pull pleadings and distribute to team per J. Sazant (0.20).	0.50
06 Mar 2023	NKO	Assist E. Gaspar with docket research on Delaware chancery court.	0.50

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
07 Mar 2023	MTH	Multiple and extended calls and discussions on pref and inkind analysis.	2.50
07 Mar 2023	BSR	Review G. Pesce memorandum regarding 2019 (0.10); Memorandum to G. Pesce regarding same (0.10); Teleconference with J. Sazant regarding same/Term Sheet (0.30).	0.50
07 Mar 2023	YSH	Preparation for call with Weil (0.40); Call with Weil to discuss tax issues (1.00); Research regarding tax issues (0.70).	2.10
07 Mar 2023	TTM	Call with Weil tax team [1.00].	1.00
07 Mar 2023	JS	Edit bid procedures motion; correspondence with B. Rosen, M. Volin, and Cleary re: same; creditor communications; correspondence with B. Rosen, M. Hamilton, and Y. Habenicht re: tax issues; emails with B. Rosen and UCC re: 2019 statement.	2.80
07 Mar 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.10
08 Mar 2023	BSR	Conference call with M. Hamilton, et al., regarding Genesis Tax update (0.40); Review O'Neal memorandum regarding term sheet (0.10); Memorandum to O'Neal regarding same (0.10); Review and revise unredacted 2019 statements (0.30); Teleconference with J. Sazant regarding same (0.30); Review and revise Branding Procedure Motion (0.40); Teleconference with J. Sazant regarding same (0.10); Memorandum to Cleary regarding same (0.10); Memorandum to O'Neal regarding 2019 (0.10); Memorandum to M. Merses regarding same (0.10); Review M. Merses memorandum regarding same (0.10); Memorandum to M. Merses regarding same (0.10); Review Genesis documents (0.70); Memorandum to S. O'Neal regarding same (0.10).	3.00
08 Mar 2023	YSH	Preparation for call with tax professionals (0.50); Call with tax professionals to discuss tax issues (1.10); Drafted and review summary of tax issues for dissemination to tax professionals (1.60); analysis of tax issues (0.70).	3.90
08 Mar 2023	TTM	Attended all hands call of tax teams representing various parties [1.00]; drafted summary of issues discussed on the call for dissemination with wider group and provided to Y. Habenicht and M. Hamilton for their review [1.50].	2.50
08 Mar 2023	JS	Edit 2019 statement; correspondence with B. Rosen and W&C re: same; call with B. Rosen, M. Hamilton, and Y. Habenicht re: tax issues; creditor communications; edit bid procedures motion; correspondence with B. Rosen and HHR re: PSA.	5.30
08 Mar 2023	MRV	Review J. Sazant comments to bidding procedures.	0.20
08 Mar 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.10
09 Mar 2023	MTH	Genesis - Review and revise draft summary.	2.40
09 Mar 2023	BSR	Teleconference with S. O'Neal regarding signatures/Term Sheet (0.20); Revise Plan Support Agreement (1.20).	1.40
09 Mar 2023	YSH	Drafted and review summary of tax issues for dissemination to tax professionals (.6).	0.60
09 Mar 2023	JS	Emails with B. Rosen and Cleary re: term sheet.	0.10
09 Mar 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.20
10 Mar 2023	BSR	Memorandum to Steering committee, et al., regarding status (0.50); Teleconference with S. O'Neal regarding same (0.20); Conference call with Steering committee, et al., (0.60); Draft Qualifier Language	2.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		(0.20); Memorandum to Steering Committee regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10).	
10 Mar 2023	JS	Email from B. Rosen re: information sharing.	0.10
10 Mar 2023	MRV	Weekly call with clients and B. Rosen (0.50); review draft bar date motion (0.20).	0.70
10 Mar 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.10
11 Mar 2023	BSR	Review S. O'Neal memorandum regarding Term Sheet (0.20); Memorandum to S. O'Neal regarding same (0.20); Memorandum to [REDACTED] regarding same (0.10); Review J. Sazant memorandum regarding same (0.30); Review [REDACTED] memorandum regarding same (0.20).	1.00
11 Mar 2023	JS	Emails with B. Rosen and S. O'Neal re: term sheet.	0.20
12 Mar 2023	JS	Emails with B. Rosen and Steering Committee re: term sheet; creditor communications.	1.50
13 Mar 2023	BSR	Conference call with steering committee (1.00); Review Sazant memorandum regarding UCC Touch (0.10); Memorandum to J. Sazant regarding same (0.10); Conference call with Abelson, et al., regarding open issues/Interim distribution (0.40); Memorandum to [REDACTED] regarding Term Sheet (0.10); Draft qualifier language for term sheet (0.20); Memorandum to Steer Co regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Memorandum to J. Sazant regarding HL Call (0.10); Teleconference with J. Sazant regarding same (0.10); Teleconference with B. Geer regarding same (0.30); Review [REDACTED] memorandum regarding term sheet (0.10); Memorandum to [REDACTED] regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Memorandum to M. Volin et al., regarding DocuSign pages (0.10); Review Volin memorandum regarding same (0.10); Review Signature Pages (0.20); Memorandum to New Steer Co Memorandum regarding PSA's (0.20); Review Volin memorandum regarding DCG NDA (0.10); Memorandum to Volin regarding same (0.10).	3.90
13 Mar 2023	BSR	Review D. Roberts memorandum regarding counsel (0.10); Memorandum to D. Roberts regarding same (0.10); Teleconference with W. Evarts regarding status (0.10); Teleconference with D. Curry regarding same (0.20); Teleconference with D. Hancock regarding same (0.30).	0.80
13 Mar 2023	JS	Correspondence with B. Rosen and UCC re: case status; correspondence with B. Rosen, M. Volin, and steering committee re: term sheet.	1.00
13 Mar 2023	MRV	Biweekly call with steering committee members (0.80); emails with J. Sazant regarding signature pages and NDA (0.10); compile signature pages and emails with B. Rosen and E. Gaspar regarding DocuSign (0.30); emails with B. Rosen regarding NDA (0.20); emails with T. Shecter and B. Rosen regarding term sheet signature pages (0.30).	1.70
13 Mar 2023	ESG	Maintain Genesis docket calendar.	0.10
13 Mar 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.20

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
13 Mar 2023	TRS	Send documents to clients via DocuSign, per M. Volin.	1.00
14 Mar 2023	BSR	Review M. Volin memorandum regarding NDA (0.10); Memorandum to M. Volin regarding same (0.10); Memorandum to M. Volin regarding meeting (0.10); Memorandum to J. Sazant, et al., regarding meeting (0.10); Teleconference with J. Sazant (0.30); Review M. Volin memorandum regarding claim amount (0.10); Memorandum to M. Volin regarding same (0.10); Review term sheet signature pages (0.10); Memorandum to J. Izquierdo regarding same (0.10); Memorandum to Cleary team regarding term sheet, etc. (0.30); Memorandum to [REDACTED] regarding next steps (0.10); Memorandum to [REDACTED] team regarding term sheet (0.10); Teleconference with [REDACTED] regarding same (0.20); Memorandum to S. O'Neal regarding access (0.20); Teleconference with [REDACTED] regarding group joinder (0.30).	2.30
14 Mar 2023	JS	Creditor communications; correspondence with B. Rosen and M. Volin re: term sheet.	1.00
14 Mar 2023	MRV	Review NDA, prepare signature pages for NDA and term sheet, and emails with B. Rosen and clients regarding same (1.70); review [REDACTED] claim amounts for B. Rosen (0.20); emails with E. Gaspar regarding logistics for upcoming hearing (0.10).	2.00
14 Mar 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.20
14 Mar 2023	TRS	Send documents to clients via DocuSign, per M. Volin.	1.00
15 Mar 2023	RAF	Participate in all-hands call with tax professionals.	1.00
15 Mar 2023	RAF	Follow-up review of term sheet, discussions and analysis regarding tax issues for the restructuring.	1.70
15 Mar 2023	MTH	Genesis - Prep call; conference call re tax and outstanding issues; debrief call.	3.00
15 Mar 2023	BSR	Review stipulations and other materials for hearing (0.80); Attend Genesis Hearing (0.60); Review [REDACTED] memorandum regarding joining group (0.10); Memorandum to [REDACTED] regarding same (0.10); Memorandum to Saferstein, et al., regarding NDA (0.20); Review R. Minot memorandum regarding Bar Date Motion (0.10); Memorandum to R. Minot regarding same (0.10); Review and revise same (0.70); Memorandum to [REDACTED] regarding 2019/Term sheet (0.10); Teleconference [REDACTED] regarding same (0.20); Teleconference with O'Neal regarding same (0.30); Memorandum to J. Sazant, et al., regarding Bar Date (0.20); Memorandum to J. Sazant regarding same (0.10); Review [REDACTED] memorandum regarding term sheet (0.10); Memorandum to [REDACTED] regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Review O'Neal memorandum regarding PSA (0.10); Memorandum to O'Neal regarding same (0.10); Review [REDACTED] memorandum regarding claim amount (0.10); memorandum to J. Sazant regarding same (0.10); Review and revise Bar Date papers (0.40); Memorandum to M. Volin regarding same (0.10); Teleconference with O'Neal regarding bar date (0.20).	5.00
15 Mar 2023	YSH	Analysis of tax issues in connection with term sheet (2.60); Attended tax professionals call (1.00); Attended preparation call for tax professionals call (0.40); Discussions with Proskauer tax professionals regarding next steps (0.90).	4.90
15 Mar 2023	TTM	Proskauer tax internal preparatory call with M. Hamilton, R. Friedman, and Y. Habenicht [0.50]; weekly all-hands call of tax	3.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		professionals [1.00]; post-call debrief with Proskauer team [0.50]; organize and synthesize notes [1.00].	
15 Mar 2023	JS	Correspondence with B. Rosen and M. Volin re: bar date motion; creditor communications.	0.80
15 Mar 2023	MRV	Emails with B. Rosen regarding bar date motion (0.20); review and revise bar date motion (1.30); attend hearing (0.80).	2.30
16 Mar 2023	RAF	Review of term sheet, discussions and analysis regarding tax issues for the restructuring; preparation for all-hands tax professionals conference call; follow-up discussions with M. Hamilton, J. Habenicht, and T. Multari.	3.50
16 Mar 2023	RAF	Participate in all-hands call with tax professionals.	0.70
16 Mar 2023	MTH	Genesis - Pre call; tax conference call re pref stock. Work on all issues.	2.50
16 Mar 2023	VI	Analyze outstanding case issues; Multiple email correspondences re: same; Review next steps.	1.00
16 Mar 2023	BSR	Conference call with Steer Co regarding status (1.00); Conference call with Steer Co et al., (0.50); Conference call with A&M, et al., regarding In Kind, etc. (0.70); Review ██████████ memorandum regarding UCC call (0.10); Review J. Sazant memorandum regarding same (0.10); Memorandum to P. Abelson regarding same (0.10); Teleconference with Abelson regarding same (0.20); Memorandum to O'Neal regarding DCG comments (0.10); Review DCG comments (0.30); Review A. Frelinghuysen memorandum regarding C.I. agreement (0.10); Memorandum to J. Sazant regarding same (0.10); Memorandum to J. Sazant regarding UCC Agreement (0.10); Review Pesce memorandum regarding redaction motion (0.10); Memorandum to Pesce regarding same (0.10); Review J. Habenicht memorandum regarding Tax Update (0.20); Memorandum to Habenicht regarding same (0.10).	3.90
16 Mar 2023	YSH	Analysis of tax issues in connection with term sheet (2.70); Preparation call with Proskauer tax team for call with tax professionals (0.40); Call with tax professionals regarding preferred stock (1.00); Debrief call with Proskauer tax team to discuss next steps (1.10).	5.20
16 Mar 2023	TTM	Discussions with R. Friedman and Y. Habenicht of terms of sample loan agreements and general background of transaction [0.50]; Proskauer tax team internal call before all-hands call [0.50]; follow-up all-hands tax team call to discuss preferred stock issues [1.00]; call with Y. Habenicht to discuss draft of summary of issues with preferred stock and proposed potential solutions for client's review and analysis [0.50]; began reviewing notes, researching, and drafting summary [1.00].	3.50
16 Mar 2023	JS	Edit bid procedures motion; correspondence with B. Rosen, M. Volin, and Cleary re: same; Steering Committee Call; meeting with B. Rosen, M. Volin, Steering Committee, and Gemini re: case strategy; creditor communications; correspondence with B. Rosen and UCC re: case coordination; review PSA comments; draft NDA joinders; draft common interest agreement; review bar date motion; meeting with Moelis re: financial info.	8.20
16 Mar 2023	MRV	Review revised bidding procedures and emails with B. Rosen regarding same (0.70); biweekly call with steering committee (0.30); call with steering committee, Gemini, B. Rosen, and J. Sazant (0.80);	2.60

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		emails with J. Sazant regarding bar date motion (.1); review revised bar date motion (.4); review filed bidding procedures motion (0.30).	
16 Mar 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.20
16 Mar 2023	TRS	Send documents to clients via DocuSign, per J. Sazant.	0.90
17 Mar 2023	RAF	Review of term sheet, discussions and analysis regarding tax issues for the restructuring;	2.00
17 Mar 2023	BSR	Review ██████████ memorandum regarding Tax Effect (0.10); Memorandum to M. Hamilton regarding same (0.10); Memorandum to ██████████ regarding same (0.10); Review HL Retention Application (0.20); Memorandum to J. Sazant regarding same (0.10); Review bidding procedures motion (0.30); Memorandum to J. Sazant regarding same (0.10); Review J. Sazant memorandum regarding same (0.10); Review Gaspar memorandum regarding 3/30 Hearing (0.10); Memorandum to Gaspar regarding same (0.10); Review and revise PSA (1.40); Teleconference regarding update (0.40).	3.10
17 Mar 2023	YSH	Analysis of tax issues in connection with term sheet.	0.90
17 Mar 2023	TTM	Researched and drafted summary of tax-related issues with preferred stock as currently described in term sheet, as well as an overview of proposed solutions outlining their various advantages and disadvantages [5.50].	5.70
17 Mar 2023	JS	Edit bid procedures; correspondence with B. Rosen and Cleary re: same; creditor communications; emails with Steering Committee re: NDA; correspondence with Cleary and Steering Committee re: information access; draft biweekly case status update; draft common interest agreement; correspondence with J. Van Lare re: bar date motion.	5.10
17 Mar 2023	CRS	Reviewing term sheet and tax presentation with TMultari for coverage.	0.60
17 Mar 2023	MRV	Emails with B. Rosen and J. Sazant regarding bidding procedures and bar date motions (0.10); emails with E. Gaspar regarding logistics for upcoming hearing (0.10).	0.20
17 Mar 2023	ESG	Download transcript from previous hearings.	0.30
17 Mar 2023	ESG	Pull pleadings and distribute to team per J. Sazant (0.40) Maintain Genesis docket calendar and register attorneys for upcoming hearings (0.10).	0.50
17 Mar 2023	ESG	Register attorneys for upcoming hearings.	0.40
18 Mar 2023	BSR	Review and revise Ad Hoc/UCC Common Interest Agreement (0.90); Teleconference with J. Sazant regarding same (0.20); Review J. Sazant memorandum regarding Bar Date Issues (0.20); Memorandum to Sazant regarding same (0.10); Review Sazant memorandum regarding Data Room (0.10); Memorandum to Sazant regarding same (0.10); Review O'Neal memorandum regarding Data Room/PSA (0.30); Memorandum to O'Neal regarding same (0.20); Review O'Neal memorandum regarding Steer Co Call (0.10); Memorandum to O'Neal regarding same (0.10); Review Siddiqui memorandum regarding Data Room PSA (0.10); Memorandum to F. Siddiqui regarding same (0.10); Review Sazant memorandum regarding Bidding procedures (0.20); Memorandum to Sazant regarding same (0.10); Review Leto memorandum and Excel (0.40); Memorandum to Steer Co regarding same (0.10); Review G. Pesce	3.70

Client Name Committee of Facility B Lenders (87301)
 Matter Name Debt Restructuring (0001)

Invoice Date 26 Apr 2023
 Invoice Number 21178142

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		comments to Common Interests Agreement (0.30); Memorandum to Sazant regarding same (0.10).	
18 Mar 2023	YSH	Drafted client-write up regarding tax issues in connection with preferred stock and proposed solutions.	4.30
18 Mar 2023	TTM	Finalize draft summary of preferred stock issues and proposed potential solutions and sent to R. Friedman and Y. Habenicht for their review [3.00]; compiled notes of meetings since 2.19.23 into cumulative document for Y. Habenicht's review [0.50].	3.50
18 Mar 2023	JS	Edit bid procedures motion; correspondence with B. Rosen and J. Van Lare re: same; edit bar date motion; correspondence with B. Rosen and J. Van Lare re: same; edit common interest agreement; correspondence with B. Rosen and G. Pesce re: same; emails with B. Rosen and Cleary re: information access; edit status update; emails with B. Rosen re: same.	7.20
18 Mar 2023	MRV	Review weekly client update.	0.10
19 Mar 2023	RAF	Review of term sheet, review analysis regarding tax issues for the restructuring.	1.00
19 Mar 2023	BSR	Review J. Sazant Revision to Common Interest Agreement (0.40); Review ██████████ memorandum regarding Tasks (0.20); Teleconference with ██████████ regarding same (0.30); Memorandum to F. Siddiqui regarding access (0.10).	1.00
19 Mar 2023	FGZ	Review updated term sheet, communications and other follow up.	0.50
19 Mar 2023	YSH	Drafted client-write up regarding tax issues in connection with preferred stock and proposed solutions.	6.40
19 Mar 2023	TTM	Reviewed draft preferred stock issue summary and made revisions/updates [0.70]; call with Y. Habenicht to discuss preferred stock issue summary and proposed potential solutions [1.00]; revised ██████████ ██████████ to reflect Y. Habenicht's feedback and guidance and sent consolidated draft to R. Friedman for his review [1.80].	3.50
19 Mar 2023	JS	Emails with B. Rosen re: bar date and bidding procedures motions; emails with B/ Rosen and Weil re: information access.	0.20
20 Mar 2023	RAF	Review of term sheet, review and provide comments on analysis regarding tax issues for the restructuring; discussion with Y. Habenicht.	2.00
20 Mar 2023	BSR	Conference call with Houlihan Lokey, et al., regarding In-Kind Distributions (0.90); Teleconference with B. Geer regarding same (0.30); Teleconference with ██████████ regarding same (0.40); Teleconference with J. Sazant regarding same (0.30); Teleconference with S. O'Neal regarding same (0.30); Conference call with Steer Co regarding next steps (0.70); Conference call with White & Case, et al., regarding coordination (0.40); Review and revise common interest agreement (0.30); Teleconference with J. Sazant regarding same (0.20); Review and revise PSA (1.40); Further revise same (0.50); Memorandum to Partners regarding same (0.20); Review and revise issues list for Steer & Co. (0.30); Review Saferstein memorandum regarding PSA (0.10); Memorandum to Saferstein regarding same (0.10).	6.40
20 Mar 2023	YSH	Drafted client-write up regarding tax issues in connection with preferred stock and proposed solutions.	3.70

Client Name Committee of Facility B Lenders (87301)
Matter Name Debt Restructuring (0001)

Invoice Date 26 Apr 2023
Invoice Number 21178142

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
20 Mar 2023	JS	Call with UCC; call with B. Rosen re: case status update; edit common interest agreement; correspondence with B. Rosen and UCC; edit bid procedures; emails with Cleary and W&C re: same; edit plan support agreement; emails with B. Rosen re: same; call with W&C re: case strategy; meeting steering committee; creditor communications.	6.80
20 Mar 2023	MRV	Biweekly call with steering committee (0.60); review J. Sazant comments to bidding procedures and bar date motions (0.20).	0.80
20 Mar 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.50
21 Mar 2023	RAF	Review of term sheet, review and provide comments on analysis regarding tax issues for the restructuring; discussions with M. Hamilton and Y. Habenicht.	1.70
21 Mar 2023	BSR	Review ██████████ memorandum regarding PSA (0.20); Memorandum to de Casseres regarding same (0.10); Review and revise AHG distribution (0.30); Review J. Sazant memorandum regarding W&C posting (0.10); Memorandum to J. Sazant regarding same (0.10); Review ██████████ memorandum regarding (0.10); Memorandum to ██████████ regarding same (0.10); Teleconference with ██████████ regarding update (0.30).	1.30
21 Mar 2023	YSH	Drafted client-write up regarding tax issues in connection with preferred stock and proposed solutions.	4.20
21 Mar 2023	JS	Creditor communications; emails with B. Rosen and UCC re: common interest agreement; draft client biweekly status update; call with M. Weinberg re: term sheet; call with Y. Habenicht re: tax issues.	4.10
21 Mar 2023	MRV	Review weekly client update (0.10); review revised PSA (0.40).	0.50
21 Mar 2023	ESG	Submit invoice for transcript from previous hearing.	0.20
21 Mar 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.50
22 Mar 2023	RAF	Discussions regarding tax issues for the restructuring in preparation for all hands call with tax professionals.	0.50
22 Mar 2023	VI	Review status and outstanding case issues; Multiple email correspondences re: same; Review next steps.	1.00
22 Mar 2023	BSR	Conference call with Cleary, Weil, et al., regarding Next Steps (0.60); Conference call with Clancy, et al., regarding Bidding Procedures and Bar Date issues (0.50); Memorandum to F. Siddiqui regarding Access (0.10); Memorandum to S. O'Neal regarding same (0.10); Memorandum to S. O'Neal regarding term sheet pages (0.10); Review W&C letter regarding same (0.20); Review memorandum of ██████████ regarding group (0.10); Memorandum to J. Sazant regarding same (0.10); Memorandum to ██████████ regarding same (0.20); Memorandum to O'Neal regarding Moelis meeting (0.10); Teleconference with B. Geer regarding HL materials (0.30); Memorandum to SteerCo regarding same (0.10); Memorandum to B. Geer regarding same (0.10); Review HL Presentation (0.50); Memorandum to SteerCo regarding same (0.10); Review Memorandum regarding Luno, etc (0.10); Memorandum to ██████████ regarding same (0.10); Review Y. Habenicht memorandum regarding Tax Call (0.20); Memorandum to Y. Habenicht regarding same (0.10).	3.70
22 Mar 2023	YSH	Drafted client-write up regarding tax issues in connection with preferred stock and proposed solutions (1.10); Preparation for call	2.90

Client Name Committee of Facility B Lenders (8730)
 Matter Name Debt Restructuring (0001)

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 Invoice Date 26 Apr 2023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		with tax professionals (1.20); Attended call with tax professionals (0.60).	
22 Mar 2023	JS	Review tax implications chart; correspondence with B. Rosen and Y. Habenicht re: same; creditor communications; review schedules and statements; correspondence with B. Rosen re: case strategy; meeting with Cleary, Moelis, Weil, and Ducera re: case strategy; meeting with W&C re: bid procedures; email with Cleary re: trust structure.	4.90
22 Mar 2023	CRS	Call with J.Habenicht to prepare for tax call (reviewing status of proposals to date) (0.30); Reviewing proposals for tax-related revisions and discussion of potential solutions to date (0.80); All-hands call with tax professionals (0.30); Revising/circulating notes from call (0.30).	2.00
22 Mar 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.20
23 Mar 2023	RAF	Review and respond to correspondence and related discussions with Y. Habenicht, C. Slaton, B. Rosen and J. Sazant.	2.00
23 Mar 2023	BSR	Conference call with SteerCo (0.60); Conference call with Proskauer Tax Team regarding analysis (0.90); Memorandum to O'Neal regarding Moelis call (0.10); Finalize common interest agreement (0.30); Memorandum to P. Abelson regarding same (0.10); Review G. Pesce memorandum regarding call (0.10); Memorandum to G. Pesce regarding same (0.10).	2.20
23 Mar 2023	YSH	Drafted client-write up regarding tax issues in connection with preferred stock and proposed solutions (3.30); Call with B. Rosen, J. Sazant, R. Friedman and C. Slaton regarding tax issues and next steps (1.10).	4.40
23 Mar 2023	CRS	Call with PR bankruptcy team re: comments to the proposed changes to Pref Stock to solve tax issues (1.00). Compiling call notes and circulating (1.00). Revising write-up of potential paths forward for Pref Structuring and sending to J.habenicht (2.80).	4.80
23 Mar 2023	MRV	Biweekly call with steering committee (1.00); emails with E. Gaspar regarding upcoming hearing logistics (0.10); review recent filings related to redaction and bar date motions (0.40); review UCC letter to Debtors regarding term sheet (0.20).	1.70
23 Mar 2023	ESG	Pull pleadings and distribute to team per J. Sazant, maintain docket calendar, and register attorneys for upcoming meetings.	0.80
24 Mar 2023	RAF	Review and provide comments on draft memo/summary of tax issues for the Creditors; discussions with Y. Habenicht.	2.00
24 Mar 2023	VI	Review outstanding case issues; Multiple email correspondences re: same; Review next steps.	0.50
24 Mar 2023	BSR	Conference call with W&C, et al., regarding catch-up (0.60); Review O'Neal memorandum regarding PSA (0.10); Memorandum to O'Neal regarding same (0.10); Review ██████████ memorandum regarding Diligence Questions (0.20); Memorandum to S. O'Neal regarding same (0.20); Review Moelis memorandum regarding Excel Date (0.10); Memorandum to J. Sazant regarding same (0.10); Review M. Leto memorandum regarding questions (0.10); Memorandum to M. Leto regarding same (0.10); Review O'Neal memorandum ██████████ NDA (0.10); Memorandum to O'Neal regarding same (0.10); Review ██████████ memorandum regarding Joining Group (0.10); Memorandum to ██████████ regarding same (0.10); Teleconference with Dustin (HH) regarding common interest (0.20); Memorandum to	2.90

Client Name Committee of Facility B Lenders (8730)
 Matter Name Debt Restructuring (0001)

Invoice Date 26 Apr 2023
 Invoice Number 21178142

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		J. Sazant regarding same (0.10); Review and revise AHG Distribution (0.30); Memorandum to G. Pesce regarding common interest agreement (0.10); Memorandum to Pesce regarding signature (0.10); Review Pesce memorandum regarding same (0.10).	
24 Mar 2023	YSH	Drafted client-write up regarding tax issues in connection with preferred stock and proposed solutions.	2.70
24 Mar 2023	CRS	Revising write up for Adhoc committee tax proposals (1.30).	1.30
24 Mar 2023	MRV	Review steering committee diligence questions (0.20); call with White & Case, B. Rosen, and J. Sazant (0.40); call with all advisors regarding Luno and 3AC transactions (0.60); review weekly update to clients (0.10).	1.30
24 Mar 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.10
27 Mar 2023	BSR	Conference call with Steering Committee regarding update (0.70); Conference call with White & Case regarding Bidding procedures, etc. (0.50); Teleconference with Sazant regarding same (0.30); Memorandum to SteerCo regarding Houlihan call (0.10); Review ██████████ memorandum regarding same (0.10); Teleconference with ██████████ ██████████ regarding update (0.30); Teleconference with G. Pesce, et al., regarding update (0.40).	2.40
27 Mar 2023	YSH	Analysis of tax issues in connection with proposed restructuring.	0.30
27 Mar 2023	MRV	Biweekly call with steering committee, B. Rosen, and J. Sazant.	0.50
27 Mar 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.20
28 Mar 2023	VI	Analyze outstanding case issues and related pleadings; Email correspondences re: same; Confer w/J.Sazant re: status; Review next steps.	1.00
28 Mar 2023	YSH	Analysis of tax issues in connection with proposed restructuring.	0.80
28 Mar 2023	ESG	Maintain Genesis docket calendar (0.20); Pull pleadings and distribute to team per J. Sazant (0.10).	0.30
29 Mar 2023	MTH	Discussions Sazant. Tel con A Braiterman (HH). Tel com Habenichy	1.00
29 Mar 2023	BSR	Memorandum to J. Sazant, et al., regarding hearing (0.10); Teleconference with J. Sazant regarding same (0.30); Review data room material (2.90); Teleconference with P. Abelson regarding update/issues (0.30).	3.60
29 Mar 2023	YSH	Analysis of tax issues in connection with proposed restructuring.	0.40
29 Mar 2023	CJP	Review FTX, Voyager, Celsius, and BlockFi bankruptcy dockets and analyze court orders concerning confidentiality rulings as they relate to customer and creditor accounts; create summary of analysis and send to J. Sazant for review.	3.70
29 Mar 2023	ESG	Communications regarding J. Sazant pro hac application (0.10); Pull pleadings and distribute to team per J. Sazant (0.10).	0.20
30 Mar 2023	RAF	Review correspondence; discussions with Y. Habenicht; participate in all hands conference call.	1.40
30 Mar 2023	MTH	Genesis - Conference call re restructuring term sheet. Internal discussions and correspondence same.	1.90
30 Mar 2023	BSR	Teleconference with Sazant regarding UST call (0.30); Conference call with G. Perce regarding open issues (0.40); Review HL materials and conference call with O'Neal and UCC regarding term sheet	3.10

Client Name Committee of Facility B Lenders (87301)
 Matter Name Debt Restructuring (0001)

Invoice Date 26 Apr 2023
 Invoice Number 21178142

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		changes, etc (1.30); Teleconference with Sazant regarding hearing recap/open issue (0.40); Review Sazant memorandum regarding same (0.20); Memorandum to Sazant regarding same (0.10); Review Sazant memorandum regarding same (0.10); Memorandum to Abelson regarding Gemini (0.10); Review ██████████ memorandum regarding ██████████ (0.10); Memorandum to ██████████ regarding same (0.10).	
30 Mar 2023	YSH	Attended call regarding changes to term sheet (2.00); preparation for call regarding term sheet (0.50); summary of tax relevant points during call (0.40).	2.90
30 Mar 2023	CRS	Attending All hands call with attorneys -- taking notes and circulating (1.70).	1.70
30 Mar 2023	ESG	Attend hearing and bridge listen-only line for clients (2.80); Pull pleadings and distribute to team per J. Sazant (0.10).	2.90
30 Mar 2023	ESG	Attend hearing and bridge listen-only line for clients.	0.50
31 Mar 2023	BSR	Review ██████████ memorandum regarding groups Joinder (0.10); Memorandum to ██████████ regarding same (0.10); Memorandum to Sazant regarding update (0.10); Teleconference Sazant regarding same (0.30); Teleconference with Abelson regarding same (0.40); Teleconference with ██████████ regarding same (0.40); Review and revise memorandum to Ad Hoc Group (0.40); Memorandum to Sazant regarding same (0.10); Review Bidding procedures order (0.80); Review Bar Date order and Exhibits (0.90).	3.60

Client Name Committee of Facility B Lenders (87301)
 Matter Name Debt Restructuring (0001)

Invoice Date 26 Apr 2023
 Invoice Number 21178142

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees Amount</u>
<u>Partner</u>			
Friedman, Robert A.	19.50	1,875.00	36,562.50
Hamilton, Martin T.	23.40	1,750.00	40,950.00
Indelicato, Vincent	6.50	1,625.00	10,562.50
Rosen, Brian S.	78.50	1,950.00	153,075.00
Zarb, Frank G.	6.70	1,925.00	12,897.50
Total Partner	134.60		\$ 254,047.50
<u>Associate</u>			
Habenicht, Yomarie S.	60.10	1,245.00	74,824.50
Multari, Thomas T.	32.50	995.00	32,337.50
Palacios, Christian J.	3.70	865.00	3,200.50
Sazant, Jordan	75.90	1,245.00	94,495.50
Slaton, Carrie R.	10.40	865.00	8,996.00
Volin, Megan R.	22.10	1,125.00	24,862.50
Total Associate	204.70		\$ 238,716.50
<u>Paralegal</u>			
Gaspar, Ella S.	18.20	290.00	5,278.00
Oloumi, Nicole K.	1.00	530.00	530.00
Shecter, Tara R.	2.90	290.00	841.00
Total Paralegal	22.10		\$ 6,649.00
Professional Fees	361.40		\$ 499,413.00

Client Name Committee of Facility B Lenders (87301)
Matter Name Debt Restructuring (0001)

Invoice Date 26 Apr 2023
Invoice Number 21178142

Disbursement Summary

<u>Disbursements and Other Charges</u>	<u>Amount</u>
Local Transportation	140.35
Out of Town Travel	895.38
Transcripts	<u>56.40</u>
Total Disbursements	\$ 1,092.13

Total Billed	<u>\$ 500,505.13</u>
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Proskauer Rose LLP Eleven Times Square, New York, NY 10036-8299

Remittance Advice

Federal ID: 13-1840454

Genesis Global Capital, LLC
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006

Invoice: 21178142
Invoice Date: 26 Apr 2023
Client Matter ID: 87301.0001

Attn: Sean O'Neal

Remit To:
Proskauer Rose LLP
Eleven Times Square
New York, NY 10036-8299
ATTN: Accounts Receivable

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001

Total Due This Invoice **\$ 500,505.13**

Total Outstanding for Matter **\$ 1,992,376.79**

Outstanding Invoices

<u>Date</u>	<u>Invoice</u>	<u>Total</u>	<u>Credits Applied</u>	<u>Remaining Balance</u>
28 Feb 2023	21163173	892,660.90	0.00	892,660.90
29 Mar 2023	21172181	599,210.76	0.00	599,210.76

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001



Proskauer Rose LLP Eleven Times Square, New York, NY 10036-8299

Federal ID: 13-1840454

Genesis Global Capital, LLC
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006

Invoice: 21183447
Invoice Date: 22 May 2023
Client Matter ID: 87301.0001

Attn: Sean O'Neal

RE: Debt Restructuring

For legal services rendered for the period ending April 30, 2023 as set forth in this invoice.

Fees Billed	\$ 271,924.50
Disbursements Billed	\$ 162.58
Total Due This Invoice	\$ 272,087.08

Outstanding Invoices

<u>Date</u>	<u>Invoice</u>	<u>Total</u>	<u>Credits Applied</u>	<u>Remaining Balance</u>
28 Feb 2023	21163173	892,660.90	0.00	892,660.90
29 Mar 2023	21172181	599,210.76	0.00	599,210.76
26 Apr 2023	21178142	500,505.13	0.00	500,505.13
Total Outstanding				\$ 2,264,463.87

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001

We do not change our bank account details. Do not reply to or act upon any email you receive purporting to advise you that our bank account details have changed. Please telephone your contact at our office before transferring any funds.

Client Name Committee of Facility B Lenders (87301)
 Matter Name Debt Restructuring (0001)

Invoice Date 22 May 2023
 Invoice Number 21183447

Description of Services Rendered

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
29 Mar 2023	MRV	Review recently filed pleadings.	0.90
30 Mar 2023	MRV	Attend hearing on bar date, bidding procedures, and redaction motions.	3.20
01 Apr 2023	JS	Emails with UCC re: term sheet.	0.20
02 Apr 2023	BSR	Review UCC/HL proposal (0.30); Memorandum to Abelson regarding same (0.10).	0.40
03 Apr 2023	MTH	Prepare for tax working group call.	1.00
03 Apr 2023	BSR	Conference call with [REDACTED] et al. regarding Group Joinder (0.40); Conference call with White & Case regarding proposal (1.00); Review Closures Plan regarding Crypto distribution (0.70); Memorandum to J. Sazant, et al., regarding same (0.10); Review [REDACTED] memorandum regarding UCC proposal (0.10); Memorandum to [REDACTED] regarding same (0.10); Memorandum to Hughes Hubbard regarding common interest Agreement (0.10); Teleconference with J. Sazant regarding same (0.10); Review A. Frelinghuysen memorandum regarding same (0.10); Memorandum to A. Frelinghuysen regarding same (0.10); Review [REDACTED] memorandum regarding POC (0.10); Memorandum to J. Sazant regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Review HL Analysis (0.50).	3.60
03 Apr 2023	YSH	Analysis of open tax issues (1.30); Call with J. Sazant to discuss next steps (0.40); Review of UCC proposal and scheduling of call with UCC to discuss proposal (1.60).	3.30
03 Apr 2023	TTM	Review notes and emails from meetings unable to attend since March 20th (1.8 0); Call with Y. Habenicht to discuss latest developments and current next steps (0.50); Review revised Houlihan slide deck describing [REDACTED] (1.50).	3.80
03 Apr 2023	JS	Review UCC proposal; meeting with W&C re: same; correspondence with Steering Committee re: same; creditor communications; review common interest agreement; correspondence with HHR re: same; emails with Y. Habenicht re: tax implications.	4.30
03 Apr 2023	CRS	Circulating master notes file to team.	0.10
03 Apr 2023	MRV	Review and summarize Celsius plan.	0.60
04 Apr 2023	MTH	Genesis - Catch up call with White & Case. Conf call tax working group. Work on open issues.	1.30
04 Apr 2023	BSR	Review HH proposed changes/revise and memorandum to J. Sazant regarding same (0.60); Review Draft memorandum to Group and revise (0.30); Memorandum to J. Sazant regarding same (0.10); Conference call with Steering Committee (0.60); Teleconference with S. O'Neal regarding update (0.30); Teleconference with [REDACTED] regarding update (0.20); Teleconference with J. Sazant regarding SteerCo Call (0.30); Review Final Bid order (0.50); Review revised group memorandum (0.20).	3.10
04 Apr 2023	YSH	Call with UCC to discuss proposal (0.60); Preparation for call with UCC (0.40); Call with tax professionals to discuss proposals and tax issues (0.90); Communications with J. Sazant to discuss tax calls and steering committee call (0.90).	2.80

Client Name Committee of Facility B Lenders (8730)
 Matter Name Debt Restructuring (0001)

Invoice Date 22 May 2023
 Invoice Number 21183447

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
04 Apr 2023	TTM	Weekly call among tax teams to discuss latest developments and next steps.	0.50
04 Apr 2023	JS	Meeting with Steering Committee re: case status update; correspondence with Y. Habenicht re: tax issues; correspondence with Cleary and Kroll re: creditor information updates; edit common interest agreement; correspondence with HHR re: same; creditor communications; draft biweekly case status update.	4.00
04 Apr 2023	MRV	Biweekly call with steering committee.	1.10
04 Apr 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.10
05 Apr 2023	BSR	Conference call with J. Sazant [REDACTED] et al., regarding status reports (0.70); Review revised status report (0.20); Memorandum to J. Sazant regarding same (0.10); Teleconference with [REDACTED] regarding litigation assignment (0.30); Review and revise same (0.40); Teleconference with [REDACTED] regarding same (0.30); Review final Genesis Common Interest Agreement (0.20); Memorandum to J. Sazant regarding same (0.10); Review [REDACTED] memorandum to UCC (0.10); Review J. Sazant memorandum regarding same (0.10); Memorandum to J. Sazant regarding same (0.10).	2.60
05 Apr 2023	JS	Call with creditors re: case status update; edit status report; emails with B. Rosen and creditors re: same; analyze creditor claims; correspondence with creditors re: same; edit common interest agreement; Correspondence with B. Rosen and Hughes Hubbard re: same; correspondence with W&C and Cleary re: confidentiality issues; creditor communications.	2.70
05 Apr 2023	MRV	Review update to clients (0.10); Review and summarize [REDACTED] (2.70).	2.80
06 Apr 2023	BSR	Conference call with UCC, White & Case, et al., regarding proposal/Litigation issues (1.50); Memorandum to P. Abelson regarding call (0.10); Teleconference with P. Abelson regarding same (0.20); Teleconference with J. Sazant regarding presentation (0.30); Teleconference with S. O'Neal regarding proposal (0.10).	2.20
06 Apr 2023	YSH	Analysis of tax issues - taxation of crypto assets.	0.70
06 Apr 2023	JS	Meeting with UCC advisors re: litigation analysis; Emails with B. Rosen and W&C re: proposal; Call with creditor re: litigation meeting follow up; Emails with Cleary and Kroll re: address changes; Creditor communications.	3.80
06 Apr 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.20
07 Apr 2023	BSR	Review [REDACTED] memorandum regarding Litigation Analysis (0.10); Memorandum to [REDACTED] regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Teleconference with S. O'Neal regarding call (0.10); Review draft group memorandum (0.20); Review operating reports (0.80); Review DS regarding litigation trust (0.80).	2.30
07 Apr 2023	JS	Call with creditor; calls with W&C and Cleary re: confidentiality issues; draft case status update; creditor communications.	2.50
08 Apr 2023	BSR	Conference call with SteerCo regarding White & Case case/Analysis (1.20); Teleconference with S. O'Neal regarding same (0.40); Finish Review of operating reports (0.50).	2.10
08 Apr 2023	JS	Call with B. Rosen and Steering Committee regarding litigation analysis; creditor communications.	1.50

Client Name Committee of Facility B Lenders (8730)
 Matter Name Debt Restructuring (0001)

Invoice Date 22 May 2023
 Invoice Number 21183447

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
09 Apr 2023	JS	Emails with B. Rosen re: case strategy; creditor communications.	0.60
10 Apr 2023	MTH	Review UCC proposal.	1.00
10 Apr 2023	BSR	SteerCo conference call (0.80); Conference call with White & Case regarding catch-up (0.50); Teleconference with S. O'Neal regarding [REDACTED], etc. (0.30); Memorandum to SteerCo regarding same (0.20); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Teleconference with J. Sazant regarding update (0.40); Memorandum to G. Pesce regarding update (0.10); Review pleadings (0.40); Teleconference with [REDACTED] regarding update (0.30).	3.20
10 Apr 2023	YSH	Analysis of tax issues - taxation of crypto assets and alternative proposals to minimize negative tax consequences to the creditors.	4.30
10 Apr 2023	JS	Meeting with Steering Committee re: case status update; emails with M. Hamilton and Y. Habenicht re: tax issues; call with W&C re: confidentiality issues; call with UCC re: revised proposal; creditor communications	3.20
10 Apr 2023	MRV	Emails with E. Gaspar regarding upcoming hearing logistics.	0.10
10 Apr 2023	ESG	Maintain Genesis docket calendar and register attorneys for upcoming hearings (0.30); Pull pleadings and distribute to team per J. Sazant (0.20).	0.50
11 Apr 2023	MTH	Genesis - Discuss structure issues with Y. Habenicht.	1.30
11 Apr 2023	BSR	Review and revise Ad Hoc update (0.20); Teleconference with J. Sazant regarding same (0.10); Review J. Habenicht memorandum regarding Genesis Tax Issues (0.10); Memorandum to J. Habenicht regarding same (0.10); Conference call regarding [REDACTED] with Cleary (1.20); Teleconference with O'Neal regarding [REDACTED] calls (0.30); Teleconference with [REDACTED] regarding same (0.30); Teleconference with P. Abelson regarding update (0.20).	2.50
11 Apr 2023	YSH	Analysis of tax issues - taxation of crypto assets and alternative proposals to minimize negative tax consequences to the creditors.	3.40
11 Apr 2023	TTM	Review UCC proposals and prepare for call with PR Tax team (0.50); Call with PR Tax team to discuss UCC proposals (0.50); Calls with Y. Habenicht (0.20).	1.20
11 Apr 2023	JS	Meeting with creditor; meeting with Cleary re: investigation; draft case status update; creditor communications; and emails with M. Hamilton and Y. Habenicht re: tax issues	3.00
11 Apr 2023	ESG	Coordinate hearing room for upcoming Genesis hearing and send calendar invite for meeting of creditors (0.20); Pull pleadings and distribute to team per J. Sazant (0.10).	0.30
12 Apr 2023	MTH	Genesis - Conference call re: GBTC tax issues. Review materials	1.50
12 Apr 2023	BSR	Conference call with UCC and SteerCo regarding strategy/proposal (1.30); Review Proposal (0.30); Conference call with Tax team (1.00); Teleconference with J. Sazant regarding 341 Prep (0.30); Teleconference with [REDACTED] regarding litigation update (0.20); Teleconference with P. Abelson regarding same (0.30); Review draft UCC 341 questions (0.20); Teleconference with G. Pesce regarding same (0.20); Review Sazant 341 questions (0.10); Teleconference with Sazant regarding same (0.20); Review draft Cleary memorandum regarding same (0.10); Memorandum to Sazant regarding same (0.10); Review P. Abelson memorandum regarding	4.60

Client Name Committee of Facility B Lenders (8730)
 Matter Name Debt Restructuring (0001)

Invoice Date 22 May 2023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		Gemini call (0.10); Memorandum to Abelson regarding same (0.10); Review Abelson memorandum regarding same (0.10).	
12 Apr 2023	YSH	Preparation for and attended call with B. Rosen, J. Sazant, M. Hamilton and T. Multari to discuss alternative proposals to minimize negative tax consequences to the creditors.	1.80
12 Apr 2023	TTM	Call with Proskauer Bankruptcy and Tax teams to discuss UCC proposals (1.00); Review and provide comments to Y. Habenicht draft of response to clients (0.50).	1.50
12 Apr 2023	JS	Call with UCC re: revised proposal; meetings with UCC and tax team re: tax implications; draft questions for 341 meeting; creditor communications	4.30
13 Apr 2023	BSR	Conference call with UCC and Cleary regarding proposal, etc. (0.50); SteerCo conference call regarding update/proposal (0.80); Attend 341 meeting (Partial) (0.60); Teleconference with J. Sazant regarding same (0.20); Conference call with UCC and Weil regarding proposal (0.40); Teleconference with S. O'Neal regarding proposal (0.40); Review ██████ memorandum regarding Group (0.10); Memorandum to SteerCo regarding same (0.10); Review ██████ memorandum regarding same (0.10); Memorandum to S. O'Neal regarding proposal (0.10); Memorandum to Abelson regarding Cleary call (0.20); Memorandum to ██████ regarding proposal (0.10); Teleconference with ██████ regarding group (0.30).	3.90
13 Apr 2023	TTM	Drafted primer/overview on tax implications of in-kind recovery of digital assets for distribution to clients; Sent to Y. Habenicht for her review.	4.50
13 Apr 2023	JS	Call with W&C and Cleary re: proposal; meeting with W&C and Weil re: proposal; attend 341 meeting; follow up from 341 meeting; meeting with Steering Committee re: case status update; creditor communications	4.60
13 Apr 2023	MRV	Weekly client call.	0.70
13 Apr 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.20
14 Apr 2023	BSR	Meeting with ██████ regarding Crypto fund issues/Coin (4.10); Teleconference with O'Neal regarding mediation.	4.30
14 Apr 2023	TTM	Revised primer/overview on tax implications of in-kind recovery of digital assets for distribution to clients for conciseness and accuracy.	1.50
14 Apr 2023	JS	Creditor communications.	0.30
15 Apr 2023	BSR	Review pleadings.	0.60
15 Apr 2023	YSH	Drafted write-up for client regarding tax issues in connection with in-kind recovery.	2.40
16 Apr 2023	JS	Creditor communications.	0.40
17 Apr 2023	MTH	Work on memo for client review.	1.50
17 Apr 2023	VI	Review status and outstanding case issues; Email correspondences re: same; Review next steps.	0.50
17 Apr 2023	BSR	Memorandum to J. Sazant regarding ██████ (0.10); Review ██████ memorandum regarding update (0.10); Memorandum to SteerCo regarding same (0.20); Teleconference with J. Sazant regarding update (0.20); Teleconference with S. O'Neal regarding update/Mediation (0.30); Teleconference with P. Abelson regarding claims/DCG (0.30).	1.20

Client Name Committee of Facility B Lenders (87301)
 Matter Name Debt Restructuring (0001)

Invoice Date 22 May 2023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
17 Apr 2023	TTM	Call with M. Hamilton to discuss revisions to summary of tax implications of in-kind recovery for clients (0.50); Revisions to summary of tax implications of summary incorporating M. Hamilton feedback (0.80); Final clean-up revisions and send to B. Rosen and J. Sazant (0.30).	1.60
17 Apr 2023	JS	Correspondence with B. Rosen and creditors re: proposal; Communications with creditors re: claims.	0.80
18 Apr 2023	BSR	SteerCo. Group update call (0.80); Review memorandum of [REDACTED] regarding claim (0.10); Memorandum to J. Sazant regarding same (0.10); Review J. Sazant regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Review S. O'Neal memorandum regarding update (0.10); Memorandum to O'Neal regarding same (0.10).	1.60
18 Apr 2023	TTM	Coordinated availability for standing weekly tax call and confirmed with M. Hamilton that call would be canceled for this week (0.20); Communicated cancellation to the various tax teams (0.10).	0.30
18 Apr 2023	JS	Meeting with SteerCo re: case status update; creditor communications.	1.40
19 Apr 2023	JS	Creditor communications and claim calculations.	2.60
20 Apr 2023	BSR	Memorandum to J. Sazant regarding update (0.10); Review J. Sazant summary of SteerCo call (0.20); Teleconference with S. O'Neal regarding mediation, etc (0.50).	0.80
20 Apr 2023	JS	Meeting with Steering Committee; Creditor meetings re: claims and case status updates; Creditor communications; Correspondence with White & Case re: confidentiality measures.	2.60
20 Apr 2023	ESG	Maintain Genesis docket calendar.	0.10
21 Apr 2023	BSR	Review P. Abelson memorandum regarding confidentiality (0.10); Memorandum to [REDACTED] regarding same (0.10); Teleconference with P. Abelson regarding same (0.10); Teleconference with J. Sazant regarding same etc. (0.30); Teleconference with S. O'Neal regarding mediation, etc. (0.40); Review application regarding Seward & Kissel (0.20); Memorandum to P. Abelson regarding same (0.10); Review Abelson memorandum regarding same (0.10); Teleconference with Abelson regarding mediation/confidentiality (0.50).	1.90
21 Apr 2023	JS	Draft status update; creditor correspondence; Claim calculations; Correspondence with W&C re: confidentiality issues.	3.10
22 Apr 2023	VI	Review case status and outstanding issues; Multiple email correspondences re: same; Review next steps.	1.00
22 Apr 2023	BSR	Review and revise status update (0.40); Memorandum to J. Sazant regarding same (0.10); Review Abelson memorandum regarding conflict counsel (0.10); Memorandum to Abelson regarding same (0.10); Teleconference with Abelson regarding confidentiality (0.20); Memorandum to [REDACTED] regarding same (0.10); Review [REDACTED] memorandum regarding same (0.20); Memorandum to Abelson regarding same (0.10); Conference call with White & Case regarding mediation (0.70); Teleconference with S. O'Neal regarding same (0.20); Memorandum to J. Sazant regarding same (0.10); Teleconference with J. Sazant regarding mediation (0.10); Review J. Sazant memorandum regarding same (0.10); Memorandum to J.	2.90

Client Name Committee of Facility B Lenders (87301)
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Invoice Date 22 May 2023
 Invoice Number 21183447

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		Sazant regarding same (0.10); Review replies regarding same (0.30).	
22 Apr 2023	MRV	Review weekly client update.	0.10
23 Apr 2023	BSR	Review ██████ memorandum regarding mediation (0.10); Memorandum to ██████ regarding same (0.10).	0.20
24 Apr 2023	BSR	Review materials and attend hearing regarding privacy/redaction (5.60); Review Sazant memorandum regarding SteerCo call (0.10); Memorandum to Sazant regarding same (0.10); Review O'Neal memorandum regarding mediation conference (0.10); Memorandum to O'Neal regarding same (0.10); Review O'Neal memorandum regarding same (0.10); Memorandum to O'Neal regarding same (0.10); Review Counterproposal (0.30); Teleconference with O'Neal regarding same (0.40); Memorandum to SteerCo regarding same (0.10); Review draft mediation order (0.20); Memorandum to O'Neal regarding same (0.20); Review Litan memorandum regarding counter (0.10); Memorandum to ██████ regarding same (0.10); Review mediator motion (0.20); Memorandum to SteerCo regarding same (0.20).	8.00
24 Apr 2023	TTM	Status update with Y. Habenicht (0.30); Follow up with J. Sazant regarding summary of tax considerations for in-kind recovery (0.10).	0.40
24 Apr 2023	MRV	Emails with E. Gaspar regarding upcoming hearing logistics.	0.10
24 Apr 2023	ESG	Bridge listen-only line for client in hearing.	2.20
24 Apr 2023	ESG	Maintain Genesis docket calendar and register attorneys for upcoming hearings.	0.20
24 Apr 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.20
25 Apr 2023	VI	Analyze case status and related issues; Email correspondences re: same; Review next steps.	1.00
25 Apr 2023	BSR	Steering committee call (1.40); Conference call with parties regarding mediation motion (0.50); Status conference regarding same (0.80); Teleconference with P. Abelson regarding same (0.30); Teleconference with O'Neal regarding same (0.40); Teleconference with Sazant regarding same (0.20); Teleconference with A. Frelinghuysen regarding same (0.10); Memorandum to O'Neal regarding financing term sheet (0.10); Review O'Neal memorandum regarding same (0.10); Memorandum to ██████ regarding same (0.10); Memorandum to J. Saferstein regarding same (0.10); Review ██████ memorandum regarding claim (0.10); Memorandum to J. Sazant regarding same (0.10); Review Sazant memorandum regarding same (0.10); Memorandum to Sazant regarding claim calculations (0.10); Review memorandum to Claims Group (0.20); Memorandum to J. Sazant regarding same (0.10); Memorandum to J. Sazant regarding status update (0.10).	4.90
25 Apr 2023	YSH	Follow-ups with White & Case and Proskauer Tax team regarding weekly tax meeting.	0.60
25 Apr 2023	TTM	Internal discussion regarding status (0.30); Communication to all-hands tax group regarding plan for upcoming meeting schedule (0.20).	0.50
25 Apr 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.10
25 Apr 2023	ESG	Maintain Genesis docket calendar and register attorneys for upcoming hearings.	0.10

Client Name Committee of Facility B Lenders (8730)
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
26 Apr 2023	VI	Review case status and analyze outstanding issues; Email correspondences re: same; Review next steps.	1.00
26 Apr 2023	BSR	Conference call regarding mediator list (0.50); Memorandum to O'Neal regarding same (0.20); Review proposed lists (0.30); Review O'Neal memorandum regarding same (0.10); Teleconference with P. Abelson regarding same (0.30); Review A. Frelinghuysen memorandum regarding same (0.10); Memorandum to A. Frelinghuysen regarding same (0.10); Review O'Neal memorandum regarding Global list (0.10); Memorandum to O'Neal regarding commonality (0.10); Review and revise status update (0.30); Teleconference with O'Neal regarding mediator (0.30).	2.40
26 Apr 2023	MRV	Review recent filings and client updates (0.60); Attend hearing (1.40).	2.00
26 Apr 2023	ESG	Maintain docket calendar and register attorneys for upcoming hearings.	0.20
27 Apr 2023	BSR	Steering committee call (0.60); Teleconference with ██████ lick regarding status (0.30); Review and revise mediation order (0.40); Memorandum to J. Sazant regarding same (0.10); Review J. Sazant memorandum regarding same (0.10); Review other versions of revised order (0.60); Review O'Neal memorandum regarding same (0.10); Memorandum to O'Neal regarding comments (0.10); Review Saferstein memorandum regarding disclosure (0.10); Memorandum to Saferstein, et al. regarding same (0.10); Review W&C revision to order (0.10); Memorandum to P. Abelson, et al., regarding same (0.10); Review HH memorandum regarding same (0.10); Review Saferstein memorandum regarding disclosure (0.10); Memorandum to Saferstein regarding same (0.10); Teleconference with O'Neal regarding same (0.10); Memorandum to Saferstein et al., regarding Disclosure/Mediation (0.10).	3.20
27 Apr 2023	MRV	Weekly call with steering committee.	0.40
28 Apr 2023	BSR	Teleconference with P. Abelson regarding mediators (0.20); Status conference regarding same (0.40); Review Saferstein memorandum regarding disclosure (0.10); Memorandum to Saferstein regarding same (0.20); Conference call with O'Neal and Saferstein regarding same (0.20); Review Periodic report (0.20); Memorandum to Sazant regarding same (0.10); Review Frelinghuysen memorandum regarding mediation (0.10); Memorandum to Frelinghuysen regarding same (0.10); Teleconference with Frelinghuysen regarding same (0.30); Review O'Neal updated list (0.10); Memorandum to O'Neal regarding same (0.10); Teleconference with O'Neal regarding same (0.40); Review claims trading information (0.10); Memorandum to O'Neal regarding same disclosure (0.10).	2.70
28 Apr 2023	MRV	Attend status conference.	0.40
28 Apr 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.50
29 Apr 2023	BSR	Memorandum to ██████ regarding availability (0.10); Memorandum to O'Neal regarding same (0.10); Memorandum to J. Sazant regarding status update (0.10); Memorandum to Sazant regarding claims calculations (0.20); Research regarding Possible mediations (0.60).	1.10
30 Apr 2023	BSR	Memorandum with Sazant regarding claims calculations (0.40); Memorandum with O'Neal, et regarding mediations (0.20); Conference call with Parties regarding same (0.30); Review and revise status report (0.20); Memorandum to Sazant regarding same	1.90

Client Name Committee of Facility B Lenders (87301)
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Invoice Date 22 May 2023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		(0.10); Review updated con report (0.20); Memorandum to Sazant regarding same (0.10); Review revised status report (0.10); memorandum to Abelson regarding Newsome (0.10); Teleconference with Abelson regarding same (0.20).	
30 Apr 2023	JS	Analyze and calculate claims for master proof of claim; correspondence with creditors and B. Rosen re: same	6.10

Client Name Committee of Facility B Lenders (87301)
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Invoice Date 22 May 2023
 Invoice Number 21183447

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees Amount</u>
<u>Partner</u>			
Hamilton, Martin T.	7.60	1,750.00	13,300.00
Indelicato, Vincent	3.50	1,625.00	5,687.50
Rosen, Brian S.	68.20	1,950.00	132,990.00
Total Partner	79.30		\$ 151,977.50
<u>Associate</u>			
Habenicht, Yomarie S.	19.30	1,245.00	24,028.50
Multari, Thomas T.	15.80	995.00	15,721.00
Sazant, Jordan	52.00	1,245.00	64,740.00
Slaton, Carrie R.	0.10	865.00	86.50
Volin, Megan R.	12.40	1,125.00	13,950.00
Total Associate	99.60		\$ 118,526.00
<u>Paralegal</u>			
Gaspar, Ella S.	4.90	290.00	1,421.00
Total Paralegal	4.90		\$ 1,421.00
Professional Fees	183.80		\$ 271,924.50

Client Name Committee of Facility B Lenders (87301)
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Invoice Date 22 May 2023
Invoice Number 21183447

Disbursement Summary

<u>Disbursements and Other Charges</u>	<u>Amount</u>
Database Search Services	123.80
Out of Town Travel	22.78
PACERPRO	16.00
Total Disbursements	\$ 162.58

Total Billed	\$ 272,087.08
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Proskauer Rose LLP Eleven Times Square, New York, NY 10036-8299

Remittance Advice

Federal ID: 13-1840454

Genesis Global Capital, LLC
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006

Invoice: 21183447
Invoice Date: 22 May 2023
Client Matter ID: 87301.0001

Attn: Sean O'Neal

Remit To:
Proskauer Rose LLP
Eleven Times Square
New York, NY 10036-8299
ATTN: Accounts Receivable

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001

Total Due This Invoice

\$ 272,087.08

Outstanding Invoices

<u>Date</u>	<u>Invoice</u>	<u>Total</u>	<u>Credits Applied</u>	<u>Remaining Balance</u>
28 Feb 2023	21163173	892,660.90	0.00	892,660.90
29 Mar 2023	21172181	599,210.76	0.00	599,210.76
26 Apr 2023	21178142	500,505.13	0.00	500,505.13
Total Outstanding				\$ 2,264,463.87

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001



Proskauer Rose LLP Eleven Times Square, New York, NY 10036-8299

Federal ID: 13-1840454

Genesis Global Capital, LLC
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006

Invoice: 21194983
Invoice Date: 25 Jul 2023
Client Matter ID: 87301.0001

Attn: Sean O'Neal

RE: Debt Restructuring

For legal services rendered for the period ending June 30, 2023 as set forth in this invoice.

Fees Billed	\$ 986,184.00
Disbursements Billed	\$ 3,722.68
Total Due This Invoice	\$ 989,906.68

Outstanding Invoices

<u>Date</u>	<u>Invoice</u>	<u>Total</u>	<u>Credits Applied</u>	<u>Remaining Balance</u>
28 Feb 2023	21163173	892,660.90	0.00	892,660.90
29 Mar 2023	21172181	599,210.76	0.00	599,210.76
26 Apr 2023	21178142	500,505.13	0.00	500,505.13
22 May 2023	21183447	272,087.08	0.00	272,087.08
Total Outstanding				\$ 3,254,370.55

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001

We do not change our bank account details. Do not reply to or act upon any email you receive purporting to advise you that our bank account details have changed. Please telephone your contact at our office before transferring any funds.

Client Name Committee of Facility B Lenders (87301)
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Invoice Date 25 Jul 2023
 Invoice Number 21194983

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Description of Services Rendered

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
22 Apr 2023	JS	Edit client status update; creditor communications; Meeting with B. Rosen and W&C regarding mediation; Correspondence with B. Rosen regarding same.	1.80
23 Apr 2023	JS	Creditor communications.	0.30
24 Apr 2023	JS	Attend hearing; Review DCG counter proposal; Correspondence with B. Rosen regarding same; Review mediation motion; Claims reconciliation and analysis; Draft master proof of claim.	7.70
25 Apr 2023	JS	Meeting with SteerCo regarding case status update; creditor communications; Meeting with B. Rosen, Cleary, W&C, Weil, and HHR regarding mediation; status conference; Draft status update for clients.	4.10
26 Apr 2023	JS	Attend hearing; mediator call; creditor communications.	2.60
27 Apr 2023	JS	Meeting with SteerCo regarding case status; review and edit mediation order; creditor communications; meet with [REDACTED] re: case status; claim reconciliation and draft master proof of claim.	3.10
28 Apr 2023	JS	Meetings with SteerCo, W&C, Gemini, and other mediation parties; creditor communications; claim reconciliation and analysis; draft master proof of claim; draft status update.	2.00
01 May 2023	BSR	Review claim calculation correspondence (0.90); Memorandum to J. Sazant regarding cure period amount (0.10); Review J. Sazant memorandum regarding [REDACTED] claim (0.20); Memorandum to J. Sazant regarding same (0.10); Memorandum to J. Sazant regarding [REDACTED]/SteerCo (0.10); Review J. Sazant memorandum regarding same (0.10); Conference call with Abelson, et al., regarding mediators (0.50); Conference call with Group regarding Mediators/Mediation (0.70); Conference call with SteerCo regarding same, etc. (0.80); Review Mediator Order (0.20); Memorandum to J. Sazant regarding Group memorandum (0.10); Review and revise status update (0.30); Memorandum to J. Sazant regarding same (0.10); Teleconference with O'Neal regarding mediation (0.20); Teleconference with P. Abelson regarding same (0.40).	4.80
01 May 2023	YSH	Follow-ups regarding status of negotiations and tax calls.	0.60
01 May 2023	TTM	Coordination with Y. Habenicht and J. Sazant regarding status of business discussions and the affect of upcoming mediation on ongoing tax discussions.	0.50
01 May 2023	JS	Meeting with SteerCo re: status update; meeting with mediation parties regarding mediation plan; Correspondence with SteerCo, UCC, and other mediation parties regarding scheduling; creditor communications; Claims analysis; Draft master proof of claim.	3.60
01 May 2023	MRV	Call with steering committee, B. Rosen, and J. Sazant (030); Review J. Sazant mediation update (0.10).	0.40
02 May 2023	BSR	Teleconference with P. Abelson regarding mediation schedule (0.30); Memorandum to O'Neal regarding same (0.10); Review claim calculation memorandum (0.60); Review [REDACTED] memorandum	3.10

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 Matter Name Debt Restructuring (0001)

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 Invoice Number 21194983

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		regarding same (0.20); Memorandum to [REDACTED] regarding same (0.20); Conference call with J. Sazant, [REDACTED] regarding same (0.20); Memorandum to J. Sazant regarding Cure Period (0.10); Memorandum to J. Sazant regarding MLA (0.10); Office conference with J. Sazant regarding Cure (0.20); Office conference with J. Sazant, M. Bienenstock regarding same (0.10); Memorandum to O'Neal regarding Weaver call (0.10); Memorandum to A. Weaver regarding same (0.20); Teleconference with Abelson regarding mediation prep (0.30); Memorandum to Abelson and Geer regarding same (0.20); Review O'Neal memorandum regarding schedule (0.10); Memorandum to O'Neal regarding same (0.10).	
02 May 2023	YSH	Follow-ups regarding cancellation of tax calls in connection with mediation.	0.50
02 May 2023	JS	Meeting with B. Rosen re: mediation prep; correspondence with B. Rosen and W&C regarding same; Correspondence with creditors; emails with SteerCo regarding mediation; claims analysis and drafting master proof of claim.	9.20
03 May 2023	BSR	Conference call with J. Sazant, A. Weaver, et al., regarding Cleary analysis (1.20); Conference call with White & Case regarding same (0.30); Review correspondence regarding SteerCo, [REDACTED] (0.40); Memorandum to [REDACTED] regarding same (0.20); Teleconference with [REDACTED] regarding recovery analysis (0.30); Review HL Sheet (0.10); Memorandum to [REDACTED] regarding same (0.10); Review HL Presentation (0.20); Memorandum to J. Sazant regarding mediation/SteerCo information (0.10); Review FTX stay motion (0.40); Memorandum to SteerCo regarding same (0.10); Memorandum to O'Neal, et al., regarding same (0.20); Memorandum to SteerCo regarding same (0.10); Teleconference with O'Neal regarding FTX (0.40); Memorandum to [REDACTED] regarding same (0.20); Conference call with [REDACTED] regarding strategy (0.30).	4.60
03 May 2023	JS	Meeting with UCC and Cleary regarding investigations; Draft summary re: same; Claims reconciliation and claims analysis; Draft master proof of claim; Creditor correspondence.	6.80
04 May 2023	BSR	Review materials and attend mediation sessions (5.90); Conference call with Steering committee (0.70); Review [REDACTED] memorandum regarding FTX, etc. (0.10); Memorandum to [REDACTED] regarding same (0.30); Office conference with J. Sazant regarding FTX documents (0.10); Memorandum to O'Neal regarding same (0.10); Teleconference with O'Neal regarding same (0.20); Review O'Neal memorandum regarding same (0.10); Review R. Minott memorandum regarding same process (0.10); Office conference with J. Sazant regarding same (0.10); Memorandum to SteerCo regarding same (0.10); Review and revise status update (0.30); Memorandum to P. Abelson regarding materials (0.10); Teleconference with Abelson regarding same (0.30); Memorandum to O'Neal regarding M3 analysis (0.10); Review [REDACTED] memorandum regarding FTX (0.10); Memorandum to [REDACTED] regarding same (0.10); Memorandum to O'Neal regarding FTX/counter (0.20); Review O'Neal memorandum regarding same (0.10); Memorandum to O'Neal regarding same (0.10); Review correspondence regarding FTX (0.30); Memorandum to J. Sazant regarding same (0.10); Review O'Neal memorandum regarding M3 (0.20); Memorandum to SteerCo regarding same (0.10); Review Van Lare memorandum regarding FTX documents (0.10); Memorandum	11.20

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		to Van Lare regarding same (0.10); Review claim calculation correspondence (1.10).	
04 May 2023	JS	Attend mediation sessions; call with W&C and M3 regrading FTX claim issues; Claim calculations; creditor correspondence; Review mediation presentation; Correspondence with B. Rosen re: same.	6.30
05 May 2023	BSR	Attend mediation session (9.70); Memorandum to R. Minott regarding sale process (0.10); Review sale process notice (0.10); Memorandum to SteerCo regarding mediation result (0.30); Review SteerCo correspondence regarding same (0.30); Teleconference with S. O'Neal regarding same (0.30); Memorandum to SteerCo regarding same (0.10); Review claim calculation correspondence (1.10).	12.00
05 May 2023	JS	Attend full-day mediation sessions; Meetings with all parties; Meetings with creditor principals and UCC; Travel from NY to Chicago to return from mediation.	15.50
06 May 2023	BSR	Conference call with W & C and Cleary regarding mediation/next steps (0.50); Teleconference with P. Abelson regarding same (0.30); Review ██████████ memorandum regarding same (0.20); Memorandum to ██████████ regarding same (0.10); Review ██████████ memorandum regarding same (0.10); Memorandum to ██████████ regarding same (0.10); Review ██████████ memorandum regarding same (0.10); Memorandum to ██████████ regarding same (0.20); Review term sheet (0.80); Develop proposal (0.40).	2.80
07 May 2023	BSR	Revise term sheet (2.10); Review correspondence regarding principals meeting (0.30); Memorandum to P. Abelson regarding proposal (0.10).	2.50
07 May 2023	JS	Correspondence with W&C and Cleary regarding post-mediation case status; Correspondence with creditors regarding claims.	0.60
08 May 2023	MTH	Emails and calls HH tax.	0.40
08 May 2023	BSR	Review ██████████ memorandum regarding filings (0.10); Memorandum to J. Sazant regarding same (0.10); Memorandum to SteerCo regarding mediation proposal (0.20); Review ██████████ memorandum regarding same (0.10); Teleconference with Abelson regarding meeting/strategy (0.30); Review Abelson memorandum regarding Tuesday meeting (0.10); Memorandum to Abelson regarding same (0.10); Steering Committee call (0.70); Conference call with UCC Counsel regarding Strategy (1.20).	2.90
08 May 2023	JS	Claims analysis; draft master proof of claim; Correspondence with B. Rosen regarding same; meeting with SteerCo re: case status update; Draft status update email; meet with UCC regarding case status; Creditor communications.	4.70
08 May 2023	MRV	Weekly call with steering committee.	0.90
08 May 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.20
09 May 2023	BSR	Conference call with UCC and Ad Hoc Group et al. (1.00); Memorandum to J. Sazant regarding status update (0.10); Review ██████████ memorandum regarding claim (0.10); Memorandum to ██████████ regarding same (0.10); Teleconference with J. Sazant regarding same (0.20); Review and revise status update (0.30); Review DCG materials/UCC presentation (0.90); Teleconference with Abelson regarding DCG Presentation (0.30), Teleconference with ██████████ regarding same (0.30).	3.30

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
09 May 2023	JS	Meet with UCC professionals and members regarding case status update; claims analysis and calculations; Correspondence with creditors and draft master proof of claim; Creditor correspondence; draft case status update.	5.90
09 May 2023	MRV	Review J. Sazant update to clients.	0.10
10 May 2023	VI	Review case status and outstanding issues; Email correspondences re: same; Review next steps.	0.50
10 May 2023	BSR	Conference call with BRG regarding FTX analysis (0.50); Teleconference with J. Sazant regarding same (0.30); Teleconference with Abelson regarding DCG presentation (0.30); Memorandum to SteerCo regarding same (0.30); Teleconference with S. O'Neal regarding same materials (0.40); Memorandum to Saferstein regarding meeting (0.10); Memorandum to SteerCo regarding same (0.10); Memorandum to Abelson regarding maturity (0.20); Review Abelson memorandum regarding same (0.10); Begin draft of term sheet (2.10); Review Saferstein memorandum regarding meeting (0.10); Memorandum to Saferstein regarding same (0.10).	4.60
10 May 2023	JS	Meeting with Cleary and M3 re: FTX issues; Correspondence with B. Rosen re: case status; Creditor communications; Claims reconciliation and analysis; Draft master proof of claim.	5.20
11 May 2023	BSR	Conference call regarding DCG presentation (0.80); Teleconference with P. Abelson regarding same (0.30); Teleconference with S. O'Neal regarding same/Forbearance (0.30); Review UCC Letter regarding same (0.20); Revise term sheet (0.70); SteerCo Conference call regarding update (0.60); Conference call with Weil regarding presentation (0.30); Memorandum to SteerCo regarding DCG call (0.10); Review ██████ memorandum regarding same (0.10); Review ██████ memorandum regarding same (0.10); Review ██████ memorandum regarding same (0.10); Memorandum to ██████ regarding same (0.10); Teleconference with Polkes regarding DCG call (0.20); Teleconference with Abelson regarding Forbearance/DCG (0.40); Teleconference A. Weaver regarding Cleary documents (0.20); Memorandum to A. Weaver regarding same (0.10); Memorandum to P. Abelson regarding same (0.10); Memorandum to Polkes regarding documents (0.10); Review Polkes memorandum regarding same (0.10); Memorandum to Polkes regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Teleconference with J. Sazant regarding Cleary documents (0.20); Review C. Weiss memorandum regarding same (0.20); Memorandum to J. Sazant regarding same (0.10); Teleconference with J. Sazant regarding same (0.10); Memorandum to Polkes regarding DCG documents (0.10); Memorandum to A. Frelinghuysen regarding DCG call (0.10); Review C. Winkelvoss memorandum regarding same (0.10); Memorandum to C. Winkelvoss regarding same (0.10); Memorandum to Abelson regarding Forbearance (0.10); Teleconference with S. O'Neal regarding same (0.10); Review Weaver memorandum regarding documents (0.20); Memorandum to Weaver regarding same (0.20); Review Saferstein memorandum regarding attendees (0.10); Memorandum to Saferstein regarding same (0.10).	7.00
11 May 2023	JS	Meetings with Weil regarding litigation analysis; Follow up with B. Rosen regarding same; meeting with SteerCo regarding case status update; Claims reconciliation; correspondence with creditors regarding same; Draft master proof of claim.	7.70

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
12 May 2023	BSR	Review ██████ memorandum regarding presentation (0.10); Memorandum to ██████ regarding same (0.10); Teleconference with P. Abelson regarding same (0.30); Teleconference with J. Polkes regarding same (0.20); Teleconference with J. Sazant regarding same (0.30); Review Draft status report (0.10); Review claims calculation correspondence (0.70).	1.80
12 May 2023	JS	Claims reconciliation; draft master proof of claim; Draft case status update; Correspondence with creditors.	5.60
13 May 2023	BSR	Memorandum to C. Zalka regarding documents (0.10); Teleconference with J. Sazant regarding same (0.20); Review ██████ regarding same (0.10); Review ██████ memorandum regarding same (0.10); Memorandum to ██████ regarding same (0.10); Review ██████ memorandum regarding same (0.10); Review J. Sazant memorandum regarding distribution (0.20); Review UCC Presentation (0.80); Review Abelson memorandum regarding meeting (0.10); Memorandum to Abelson regarding same (0.10); Memorandum to Abelson regarding form of presentation (0.10); Review Abelson memorandum/document regarding same (0.40); Review jC. West memorandum regarding same (0.10).	2.50
13 May 2023	JS	Correspondence with B. Rosen and SteerCo regarding case status update; Claims reconciliation; creditor correspondence regarding same.	1.50
14 May 2023	BSR	Memorandum to group regarding presentation (0.10); Review correspondence regarding same (0.70); Memorandum to B. Bobroff and P. Dayle regarding presentation/litigation (0.20).	1.00
14 May 2023	JS	Claims reconciliation and drafting master proof of claim.	2.80
15 May 2023	BRB	Correspondence/conference calls with team regarding litigation/potential claims (0.70); Attend portion of UCC presentation (0.60); Reviewing background materials regarding same/claims/strategy (1.70).	3.00
15 May 2023	PDD	Genesis UCC: Call with B. Rosen and team re: potential litigation issues; Review background materials regarding same.	1.80
15 May 2023	BSR	Review P. Doyle memorandum regarding UCC call (0.10); Memorandum to P. Doyle regarding same (0.10); Review B. Bobroff memorandum regarding same (0.10); Memorandum to B. Bobroff regarding same (0.10); Review ██████ memorandum regarding same (0.10); Review materials and attend conference call regarding UCC call (1.50); Revise term sheet regarding plan (1.80); Memorandum to SteerCo regarding update call (0.10); Review ██████ memorandum regarding same (0.10); Review ██████ memorandum regarding same (0.10); Memorandum to P. Doyle, et al. regarding litigation call (0.10); Memorandum to C. West regarding UCC presentation (0.10); Review same (0.50); Conference call with P. Doyle, et al., regarding UCC Deck/Next steps (0.40).	5.20
15 May 2023	JS	Meeting with UCC and DCG regarding litigation analysis; claims reconciliation and analysis; Draft master proof of claim; Creditor correspondence; Meet with litigation team re: ██████.	5.20
15 May 2023	MRV	UCC presentation (1.20); Call with B. Rosen, B. Bobroff, P. Doyle, and J. Sazant regarding litigation (0.50).	1.70
15 May 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.10
16 May 2023	BRB	Reviewing slide deck/background materials.	1.30

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
16 May 2023	BSR	Review term sheet (1.30); Teleconference with P. Abelson regarding update (0.30); Teleconference with S. O'Neal regarding Forbearance position (0.30); Memorandum to S. O'Neal regarding same (0.10); Review Cleary position regarding Forbearance (0.20).	2.20
16 May 2023	JS	Claims reconciliation and drafting/editing master proof of claim; creditor correspondence.	2.40
17 May 2023	BSR	Conference call with SteerCo regarding Forbearance issues (0.60); Review side-by-side forbearance chart and revise (0.50); Memorandum to SteerCo regarding same (0.10); Review UCC Verawin regarding same (0.20); Teleconference with P. Abelson regarding same (0.30); Review UCC Chart regarding SteerCo position (0.40); Memorandum to S. O'Neal regarding same (0.10); Review and revise status update (0.30); Review ██████████ memorandum regarding claim transfer (0.10); Memorandum to J. Sazant regarding same (0.10); Review ██████████ memorandum regarding claim amount (0.10); Memorandum to J. Sazant regarding same (0.10); Revise chart to Forbearance (0.40); Teleconference with Abelson regarding same (0.20); Memorandum to SteerCo regarding same (0.10); Teleconference with Saferstein regarding same, etc. (0.30); Memorandum to S. O'Neal regarding same (0.10).	4.00
17 May 2023	BSR	Review S. O'Neal memorandum regarding proposal (0.10); Review S. O'Neal memorandum regarding same (0.10); Memorandum to S. O'Neal regarding same (0.10); Review Abelson memorandum regarding Plan issues (0.30); Memorandum to Abelson regarding same (0.10); Memorandum to O'Neal regarding correspondence (0.10).	0.80
17 May 2023	JS	Meeting with Steering Committee re: forbearance; Creditor communications; Claims reconciliation; edit master proof of claim.	1.10
17 May 2023	MRV	Review B. Rosen and client emails regarding forbearance proposal.	0.20
17 May 2023	ESG	Filed transfer per J. Sazant.	0.60
18 May 2023	MTH	Review materials to prepare for conference call on Friday.	1.30
18 May 2023	BSR	SteerCo call regarding update (0.30); Conference call with Cleary and W&C regarding Plan issues (0.50); Review plan issues list (0.30); Review S. O'Neal memorandum regarding same (0.10); Memorandum to S. O'Neal regarding same (0.10); Memorandum to J. Sazant regarding proof of claim/chart (0.10); Memorandum to S. O'Neal regarding proposal chart (0.10); Review S. O'Neal memorandum regarding same (0.10); Teleconference with Saferstein regarding same, etc. (0.30); Memorandum to B. Geer regarding Plan call (0.10); Review Geer memorandum regarding same (0.10); Memorandum to Geer regarding same (0.10); Teleconference with Abelson regarding Tax Issues (0.20); Review Abelson memorandum and correspondence regarding same (0.40); Review ██████████ memorandum regarding DCG proposal (0.10); Memorandum to Saferstein and S. O'Neal regarding same (0.20); Review replies regarding same (0.20); Memorandum to ██████████ regarding same (0.10); Review Tancredi memorandum regarding POC (0.10); Memorandum to J. Sazant regarding same (0.10).	3.60
18 May 2023	AJF	Review materials supporting Genesis ██████████.	1.00
18 May 2023	YSH	Analysis of tax issues and scheduling call.	0.40

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
18 May 2023	JS	Meeting with Steering Committee re: case status update; Meeting with C. Leary and White and Case re: next steps; Claims reconciliation and claims analysis; Draft master proof of claim.	4.30
18 May 2023	MRV	Weekly call with steering committee.	0.40
19 May 2023	MTH	Genesis - Conference call re: tax issues. Follow up discussions same. Review materials.	2.50
19 May 2023	VI	Review case status and outstanding issues regarding Master POC; Email correspondences re: same; Review next steps.	0.50
19 May 2023	BSR	Conference call with Greer and Abelson regarding plan issues (0.50); Review Draft POC (0.40); Memorandum to J. Sazant regarding same (0.10); Conference call with W&C and Proskauer regarding Tax issues (0.60); Revise term sheet (0.90).	2.50
19 May 2023	YSH	Call with UCC counsel and Proskauer bankruptcy team to discuss proposals and tax consequences.	1.00
19 May 2023	TTM	Call with White and Case tax team and bankruptcy teams to discuss current status of negotiations and tax implications of paths forward.	1.00
19 May 2023	JS	Draft master proof of claim; Correspondence with B. Rosen and creditors re: same.	1.50
19 May 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.30
20 May 2023	BSR	Review S. Fryman memorandum regarding Tax issues (0.10); Memorandum to S. Fryman regarding same (0.10); Review Exclusivity Motion (0.30); Memorandum to P. Abelson regarding same (0.10); Teleconference with P. Abelson regarding same (0.10); Review DCG proposals (0.30); Memorandum to SteerCo regarding same (0.10); Review Abelson memorandum regarding proposals (0.10); Memorandum to Abelson regarding same (0.10); Memorandum to J. Sazant regarding [REDACTED] POC (0.10); Review J. Sazant memorandum regarding same (0.10); Revise term sheet (1.10).	2.60
20 May 2023	MRV	Review DCG forbearance proposal.	0.20
21 May 2023	MTH	Work on followups from Friday call.	1.00
21 May 2023	BSR	Review Meises memorandum regarding proposals (0.10); Memorandum to Meises regarding same (0.10); Conference call with Genesis and UCC professionals regarding same (0.50); Memorandum to P Abelson regarding Plan call (0.10); Review Abelson and Geer memorandum regarding same (0.20); Memorandum to SteerCo regarding proposal call (0.10); Revise term sheet (0.90); Memorandum to J. Sazant regarding proof of claim (0.20); Review J. Sazant memorandum regarding same (0.20).	2.40
21 May 2023	YSH	Tax - analysis of tax issues in connection with proposed restructuring.	0.70
22 May 2023	MTH	Genesis - PR tax call; Conference call White & Case. Multiple and extended discussions preparing same.	2.50
22 May 2023	BSR	Conference call with UCC Professionals regarding Plan Structure (1.00); Conference call with Steering Committee regarding update (0.60) Conference call with UCC regarding Tax Issues (0.90); Revise draft term sheet (1.60); Correspondence regarding claim filing (1.30); Review the HL presentations (0.30); Memorandum to B. Geer regarding same (0.90); Teleconference with PI Abelson regarding	7.30

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		plan concepts (0.40); Teleconference with S. O'Neal regarding proposal update (0.30).	
22 May 2023	YSH	Analysis of tax issues in connection with proposed restructuring (1.10); Call with White & Case to discuss tax (1.00); Call with M. Hamilton and T. Multari to prepare for call with White & Case (0.90).	3.00
22 May 2023	TTM	Internal PR Tax call to discuss outstanding issues and prepare for call with White & Case teams (1.00); Prepare condensed summary of main points to cover in meeting for M. Hamilton and Y. Habenicht review (0.60); Call with PR tax and bankruptcy teams and White & Case tax and bankruptcy teams (0.90).	2.50
22 May 2023	JS	Filing proof of claim; Coordination and correspondence with B. Rosen, E. Gaspar, N. Sadaraganey, and creditors regarding same; Meeting with SteerCo regarding case status update.	3.20
22 May 2023	MRV	Weekly call with steering committee.	0.50
22 May 2023	NMS	File proof of claim per J. Sazant.	1.10
23 May 2023	BSR	Memorandum to J. Sazant regarding exclusivity extension (0.10); Teleconference with J. Sazant regarding same (0.10); Memorandum to B. Geer regarding term sheet calculation (0.10); Revise term sheet (0.90); Review M. Weinberg memorandum regarding Exculpation (0.10); Review J. Sazant memorandum regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Teleconference with P. Abelson regarding forbearance (0.40); Memorandum to SteerCo regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Memorandum to SteerCo regarding UCC/conference call (0.10); Conference call with W&C regarding plan concept (0.60); Review plan issues memorandum (0.80); Teleconference O'Neal regarding Forbearance/counter (0.30); Teleconference with Abelson regarding same (0.20); Revise team sheet (0.50); Review HL presentation (0.30).	5.00
23 May 2023	CJP	Research previous bankruptcy plans confirmed by Judge Lane and send to M. Volin for review.	0.60
23 May 2023	JS	Correspondence with creditors regarding Claim filing; draft case status update; Correspondence with B. Rosen, M. Volin, and Cleary regarding plan exculpation; meeting with UCC and SteerCo members re: forbearance.	1.80
23 May 2023	MRV	Emails with J. Sazant and C. Palacios regarding review of Judge Lane plan exculpation provisions, and review plans.	0.80
23 May 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.10
23 May 2023	ESG	Coordinate mailing letters and POC per J. Sazant.	0.50
24 May 2023	VI	Review status and outstanding case issues; Multiple email correspondences regarding same; Review next steps.	1.00
24 May 2023	BSR	Conference call with SteerCo and UCC regarding forbearance/Proposal (1.10); Teleconference with P. Abelson regarding same (0.30); Review and revise status update (0.40); Memorandum to S. O'Neal regarding meeting with Special Committee (0.10); Review O'Neal memorandum regarding same (0.10); Review Geer memorandum regarding Stock Calculations (0.20); Memorandum to B. Geer regarding same (0.10); Teleconference with B. Geer regarding same (0.20); Revise term sheet (1.10); Memorandum to O'Neal regarding meeting/Agenda	5.90

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		(0.10); Review S. O'Neal; memorandum regarding same (0.10); Memorandum to S. O'Neal regarding same (0.10); Review exclusivity article (0.20); Memorandum to SteerCo regarding same (0.10); Prepare draft agenda and distribute (0.20); Review S. O'Neal memorandum regarding Gemini (0.10); Memorandum to S. O'Neal regarding same (0.10); Teleconference with Abelson regarding update (0.20); Memorandum to P. Abelson regarding call (0.10); Teleconference with R. Newsome regarding mediation update (0.40); Teleconference with Abelson regarding same (0.20); Teleconference with J. Saferstein regarding discussion update (0.30); Memorandum to Newsome regarding UCC position (0.10).	
24 May 2023	JS	Meet with UCC and SteerCo re: proposals; Creditor correspondence; Correspondence with M. Volin re: plan exculpation; Edit master proof of claim.	2.40
24 May 2023	MRV	Call with steering committee and UCC (1.40); research Judge Lane plans for exculpated party definitions (1.20).	2.60
25 May 2023	BSR	Conference call with UCC/SteerCo regarding update (0.60); Memorandum to Abelson regarding call (0.10); Memorandum to [REDACTED] regarding same (0.30); Memorandum to [REDACTED] regarding discussions (0.20); Review [REDACTED] memorandum regarding same (0.10); Teleconference with P. Abelson regarding same (0.20); Teleconference with O'Neal regarding update/Mediation (0.40); Revise term sheet (0.60); Review O'Neal memorandum regarding exclusivity extension (0.10); Memorandum to O'Neal regarding same (0.10).	2.70
25 May 2023	JS	Meeting with UCC and SteerCo re: proposals; Creditor communications.	1.20
26 May 2023	BSR	Review O'Neal memorandum regarding Special Comm meeting (0.10); Memorandum to O'Neal regarding same (0.10); Teleconference with Abelson regarding exclusivity (0.30); Conference call with W&C regarding exclusivity (0.30); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Teleconference with Abelson regarding same (0.10); Review HL proposal (0.20); Memorandum to Abelson regarding same (0.10); Review Memorandum regarding UCC/SteerCo call (0.60); Review Geer memorandum regarding revised call (0.10); Memorandum to Geer regarding same (0.10); Teleconference with Abelson regarding same (0.20); Memorandum to Group regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Review Van Lare memorandum regarding mediation (0.10); Memorandum to Van Lare regarding same (0.10); Revise Term Sheet per HL (0.40).	3.30
27 May 2023	BSR	Review Abelson memorandum regarding call (0.20); Memorandum to Abelson regarding same (0.20); Memorandum to SteerCo regarding same (0.10).	0.50
28 May 2023	BSR	Review Abelson memorandum Meeting (0.10); Memorandum to Abelson regarding same (0.10); Memorandum to SteerCo regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Review [REDACTED] memorandum regarding Special Comm Meeting (0.10); Memorandum to [REDACTED] regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10).	0.90

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29 May 2023	BSR	Review ██████████ memorandum regarding special committee meeting (0.10); Memorandum to ██████████ regarding same (0.10); Review Abelson memorandum regarding SteerCo/UCC call (0.10); Memorandum to Abelson regarding same (0.10); Review ██████████ memorandum regarding same (0.10); Memorandum to ██████████ regarding same (0.10); Review Abelson memorandum regarding call (0.10); Memorandum to Abelson regarding same (0.10); Review HL Proposal (0.30); Memorandum to SteerCo regarding same (0.10).	1.20
30 May 2023	BSR	Conference call with UCC members and SteerCo regarding Forbearance and Plan (1.10); Teleconference with P. Abelson regarding same (0.30); Teleconference with S. O'Neal regarding same (0.30); Review Abelson memorandum regarding mediation (0.10); Memorandum to Abelson regarding same (0.10); Review P. Abelson reply regarding same (0.10); Memorandum to P. Abelson regarding same (0.10); Review Abelson memorandum response regarding same (0.10); Memorandum to SteerCo regarding same (0.20); Memorandum to SteerCo regarding special committee meeting (0.10); Review Article regarding Genesis/Gemini enforcement (0.20); Memorandum to Steer Co. regarding same (0.10); Review ██████████ memorandum regarding ██████████ (0.10); Memorandum to ██████████ regarding same (0.10); Revise term sheet (0.60); Teleconference with P. Abelson regarding same (0.20); Teleconference with J. Vanlare regarding Alameda/FTX (0.30); Teleconference with P. Abelson regarding same (0.20); Review draft mediation order (0.20); Memorandum to C. Ribirro regarding same (0.10); Review revised HL proposal (0.30); Memorandum to SteerCo regarding same (0.10); Review O'Neal memorandum regarding special committee meeting (0.10); Memorandum to O'Neal regarding same (0.10).	5.20
31 May 2023	MTH	Calls and emails re revised plan.	0.80
31 May 2023	BSR	Teleconference with Abelson regarding special committee call (0.30); Teleconference with S. O'Neal regarding same (0.40); Office conference with Sophie and Maegan regarding same (0.20); Special Committee call (1.10); Memorandum to SteerCo. regarding O'Neal call (0.10); Review ██████████ memorandum regarding same (0.10); Memorandum to ██████████ regarding same (0.10); Revise term sheet (0.70); Memorandum to VanLare regarding attendees (0.10); Second memorandum to Vanlare regarding same (0.10); Review revised counter (0.20); Memorandum to SteerCo regarding same (0.10); Review Abelson memorandum regarding FTX Amount (0.10); Memorandum to Abelson regarding same (0.10); Review draft estimation motion (0.50); Teleconference with J. Sazant regarding same (0.10); Review and revise sstatus update (0.30); Memorandumto J. Sazant regarding same (0.10); Review Cain report (0.30); Memorandum to Sazant regading same (0.10); Review and revise mediation order (0.30); Memorandum to C. Ribiero regarding same (0.10); Teleconference with O'Neal regarding meeting (0.30).	5.80
31 May 2023	YSH	Tax - Follow-up regarding status and scheduling of calls.	1.10
31 May 2023	JS	Call with B. Rosen regarding case status update; correspondence with clients regarding case status; review ██████████; creditor communications; draft status update; review exclusivity extension motion; review estimation motion.	3.90
31 May 2023	MRV	Review update to clients.	0.10
31 May 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.10

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
01 Jun 2023	BSR	SteerCo. call regarding proposal ext. (0.50); Teleconference with P. Abelson regarding same (0.30); Review and revise motion to estimate (0.40); Teleconference with J. Sazant regarding same (0.20); Teleconference with J. Sazant regarding exclusivity/reservation (0.20); Teleconference with P. Abelson regarding same (0.30); Review ██████████ memorandum regarding exclusivity (0.20); Memorandum to P. Abelson regarding same (0.10); Teleconference with P. Abelson regarding same (0.20); Conference call with W&C regarding SteerCo case (0.30); Memorandum to SteerCo regarding same (0.20); Review and revise term sheet (0.70); Review VanLare memorandum regarding Exclusivity (0.10); Memorandum to VanLare regarding same (0.10); Review O'Neal memorandum regarding same (0.10); Memorandum to O'Neal regarding same (0.10); Teleconference with P. Abelson regarding coin determination (0.20); Review HL comparison (0.20); Memorandum to Abelson regarding same (0.10); Memorandum to B. Geer regarding same (0.10); Review P. Abelson memorandum regarding same (0.10); Memorandum to P. Abelson regarding same (0.10); Memorandum to P. Abelson regarding comparison (0.10); Review P. Abelson memorandum regarding same (0.10).	5.00
01 Jun 2023	YSH	Analysis of tax issues in connection with proposed restructuring.	2.60
01 Jun 2023	JS	Correspondence with B. Rosen, debtors, and UCC regarding estimation motion; correspondence with B. Rosen and UCC regarding proposal; emails with Cleary regarding Equity Purchase Agreement; draft reservation of rights regarding exclusivity extension; correspondence with B. Rosen regarding same; creditor communications.	4.60
01 Jun 2023	MRV	Weekly call with steering committee.	0.50
01 Jun 2023	ESG	Maintain Genesis docket calendar.	0.20
02 Jun 2023	BJC	Conference with Y. Tal regarding Project Genome regulatory issues; review EPA and related materials; conference with Y. Tal regarding FINRA matters.	2.70
02 Jun 2023	WLC	Review and comment on Equity Purchase Agreement.	1.40
02 Jun 2023	MTH	Genesis - PR tax call; conference call. Review draft term sheet. Prepare emails.	2.30
02 Jun 2023	JRI	Review draft purchase agreement; provide antitrust comments to same.	0.60
02 Jun 2023	BSR	Review and revise presentation of rights (0.30); Memorandum to M. Weinberg regarding plan meeting (0.10); Conference call with Tax professionals regarding plan (1.00); Review ██████████ memorandum regarding plan status (0.10); Memorandum to ██████████ regarding same (0.10); Review P. Abelson memorandum regarding proposal distribution (0.10); Draft memorandum regarding same (0.20); Review P. Abelson memorandum regarding same (0.10); Correspondence with P. Abelson and Geer regarding same (0.50); Review revised proposal (0.20); Conference call with ██████████ et al., regarding SteerCo/UCC issues (0.30); Memorandum to A. Bettwy, et al regarding M&A/purchase agreement (0.10); Memorandum to Y. Tal regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Review POC confirmations (0.20); Memorandum to J. Sazant regarding same (0.10); Memorandum to M. Hamilton regarding latest proposal (0.10); Memorandum to C. Ribiero regarding Disclosure Statement (0.10); Review Y. Tal	4.60

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		memorandum regarding purchase agreement (0.30); Memorandum to Y. Tal regarding same (0.10); Review J. Sazant memorandum regarding same (0.40).	
02 Jun 2023	YT	Review and comment on purchase agreement.	5.00
02 Jun 2023	YT	Follow up emails and calls and review materials.	1.20
02 Jun 2023	LAA	Review and revise Equity Purchase Agreement. Discuss same with L. Kim and Y. Tal.	4.20
02 Jun 2023	YSH	Attended call with White & Case, Cleary, M. Hamilton, B. Rosen, J. Sazant and T. Multari to discuss restructuring proposal and tax consequences (1.10); Preparation for call, review of plan (2.10); Review and markup of email to team discussing proposal for restructuring changes (0.60).	3.90
02 Jun 2023	LSK	Attention to emails and EPA.	4.70
02 Jun 2023	TTM	Internal Proskauer tax team call to discuss latest developments and current thinking with M. Hamilton and Y. Habenicht (0.70); call with Proskauer, White & Case, and Cleary tax and bankruptcy teams (1.10); draft summary providing general overview of [REDACTED] proposed by M. Hamilton and sent to Y. Habenicht for her review (2.20).	4.00
02 Jun 2023	JS	Draft status update; call with creditors regarding case status; call with B. Rosen and UCC regarding tax considerations; review purchase agreement; correspondence with Y. Tal regarding same; edit RoR and file same; correspondence with creditor and debtor regarding claim transfer issue; correspondence with B. Rosen and UCC re: proposal.	4.70
02 Jun 2023	ESG	File reservation of rights per J.Sazant.	0.10
03 Jun 2023	BSR	Review 3AC/FTX pleadings/correspondence regarding mediation (0.50); Review Earn objections (0.90).	1.40
03 Jun 2023	YT	Review and comment to purchase agreement.	1.60
03 Jun 2023	LAA	Review and revise Equity Purchase Agreement.	1.60
03 Jun 2023	LSK	Attention to emails and EPA.	0.50
03 Jun 2023	JS	Edit equity purchase agreement; correspondence with L. Addison regarding same; correspondence with Cleary and White & Case re: master POC.	1.30
04 Jun 2023	BSR	Review objections to Mediation extension (0.20); Review draft disc statements (2.80).	3.00
04 Jun 2023	JS	Edit equity purchase agreement; correspondence with B. Rosen, Y. Tal, and L. Addison regarding same.	2.70
05 Jun 2023	MTH	Correspondence with W&C re proposed tax orders and status.	0.50
05 Jun 2023	BSR	Review materials regarding Genesis Hearing (0.70); Attend Genesis Hearing (2.90); Conference call with Cleary, et al., regarding plan (0.90); Memorandum to SteerCo. regarding Hearing/Call (0.10); Review O'Neal memorandum regarding Plan call (0.10); Memorandum to O'Neal regarding same (0.10); Memorandum to J. Sazant regarding Plan Changes (0.10); Review and revise Plan (0.80); Review A. Parra Creste regarding securities issues (0.10); Memorandum to A. Parra Creste regarding same (0.10); Teleconference with F. Zarb regarding same (0.10); Memorandum to F. Zarb regarding same (0.10); Review Sazant memorandum	6.70

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		regarding Plan Changes (0.30); Memorandum to J. Sazant regarding same (0.10); Review F. Zarb memorandum regarding matter (0.10); Memorandum to F. Zarb regarding same (0.10).	
05 Jun 2023	YSH	Analysis of tax issues in connection with proposed restructuring.	6.70
05 Jun 2023	TTM	Discuss [REDACTED] with Y. Habenicht (0.10); Follow up with M. Hamilton (0.10).	0.20
06 Jun 2023	MTH	Genesis - tax call. Prep same.	1.50
06 Jun 2023	BSR	Conference call with Cleary, et al., regarding 3 AC issues etc. (0.90); Conference call with securities issuer (1.00); Review Weinberg memorandum regarding same (0.10); Memorandum to Weinberg regarding same Teleconference with J. Sazant regarding Purchase Agreement (0.30); Memorandum to Cleary regarding DCG Avoidance actions (0.10); Teleconference with [REDACTED] regarding same (0.20); Teleconference with [REDACTED] regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Memorandum to Weinberg regarding plan update (0.10).	2.90
06 Jun 2023	YT	Review of purchase agreement - internal draft and call with Debtor counsel.	1.00
06 Jun 2023	FGZ	Review prior correspondence, call with other parties on securities law issues, follow up certain points.	1.80
06 Jun 2023	LAA	Call with Cleary regarding Equity Purchase Agreement.	0.90
06 Jun 2023	YSH	Analysis of tax issues regarding proposed restructuring.	0.60
06 Jun 2023	LSK	Attention to emails and call with company counsel.	1.00
06 Jun 2023	TTM	Call with Y. Habenicht and M. Hamilton regarding status of transaction.	0.30
06 Jun 2023	JS	Call re: securities issues; correspondence with Y. Tal, L. Addicott, and Cleary regarding APA; call with B. Rosen and R. Sunak re: 3AC issues.	2.20
07 Jun 2023	MTH	Work on documents with Team, prepare for call.	1.00
07 Jun 2023	BSR	Correspondence with Parties regarding DCG Action call (0.30); Review N. Maisel memorandum regarding lift stay objection (0.10); Memorandum to N. Maisel regarding same (0.10); Review J. Sazant comments regarding objection (0.20).	0.70
07 Jun 2023	BSR	Review [REDACTED] memorandum regarding DCG Action (0.10); Memorandum to [REDACTED] regarding same (0.10); Review J. Sazant memorandum regarding Plan (0.10); Memorandum to J. Sazant regarding same (0.10); Review and revise Plan (1.40); Review and revise lift stay objections (0.70); Memorandum to J. Sazant regarding same (0.10); Review correspondence regarding Plan/Tax Issues (0.30); Memorandum to Tax Team regarding same (0.10); Review cash cloud article regarding same (0.20); Memorandum to O'Neal regarding GGC/Cash Cloud claim (0.10); Teleconference with J. Sazant regarding Plan comments (0.20); Review draft DS Hearing Notice (0.20); Memorandum to R. Minott regarding same (0.10); Review J. Sazant comments regarding same (0.10); Memorandum to R. Zutshi regarding DCG Actions (0.10).	4.00
07 Jun 2023	YSH	Analysis of tax issues regarding proposed restructuring.	0.90
07 Jun 2023	JS	Edit Plan; correspondence with B. Rosen regarding same; edit notice of DS hearing; correspondence with B. Rosen and Cleary regarding same; correspondence with B. Rosen and Cleary regarding	4.70

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		avoidance actions; emails with Y. Habenicht re: APA; edit FTX Claim Objection.	
08 Jun 2023	MTH	Genesis - conference call re tax plan.	1.30
08 Jun 2023	BSR	Steering Committee call (0.60); Conference call with Cleary, W&C, et al., regarding Plan/Tax Issues (0.70); Conference call with R. Zutshi, et al., regarding DCG Actions (0.70); Memorandum to SteerCo. regarding UCC counterproposal (0.10); Teleconference with [REDACTED] regarding update (0.30); Review Abelson memorandum regarding Spec. Committee call (0.10); Memorandum to Abelson regarding same (0.10); Review filed lift stay objection (0.20); Review UCC Joinder regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Review draft Joinder regarding same (0.10).	3.10
08 Jun 2023	YT	Emails re: SPA.	0.20
08 Jun 2023	FGZ	Further research and analysis securities law issues re digital assets distribution.	1.00
08 Jun 2023	YSH	Analysis of tax issues in connection with proposed transaction.	1.10
08 Jun 2023	TTM	Call with Proskauer, White and Case, and Cleary bankruptcy and tax teams to discuss status of transaction and anticipated next steps.	1.00
08 Jun 2023	JS	Meeting with SteerCo regarding case status; draft joinder to FTX Claim Objection; creditor correspondence; meeting with UCC and Cleary regarding avoidance actions; meeting with UCC and Cleary regarding Plan; correspondence regarding APA; review FTX Claim Objection.	4.90
08 Jun 2023	ESG	File joinder per J. Sazant.	0.40
09 Jun 2023	BSR	Review O'Neal memorandum regarding DCG actions (0.10); Review [REDACTED] memorandum regarding same (0.10); Conference call with SteerCo Special Committee and UCC reps regarding follow-up (1.20); Review DCG counterproposal (0.30); Memorandum to SteerCo regarding same (0.10); Teleconference with Abelson regarding DCG proposal (0.30); Teleconference with Sazant regarding Plan (0.10); Revise term sheet (0.70).	2.90
09 Jun 2023	FGZ	Further research potential securities law solutions.	1.00
09 Jun 2023	JS	Review DG Proposal; correspondence with B. Rosen regarding preferences.	0.60
09 Jun 2023	ESG	Maintain Genesis docket calendar.	0.50
10 Jun 2023	BSR	Review draft plan (2.70); Review [REDACTED] memorandum regarding forbearance (0.20); Review Cenheeny memorandum regarding same (0.10).	3.00
10 Jun 2023	JS	Review amended Plan; draft issues list; correspondence with B. Rosen regarding same.	3.30
11 Jun 2023	BSR	Review latest draft of plan (0.80); Review W&C and Proskauer blacklines (0.60); Conference call with Cleary, W&C, et al. regarding same (0.80); Review J. Sazant memorandum regarding O'Neal call (0.10); Review DS Excerpt regarding investigation (0.30); Memorandum to group regarding consent rights (0.20); Office conference regarding offer (0.10); Office conference with Slonecker regarding same (0.10); Teleconference with Abelson regarding consent rights (0.30); Teleconference with J. Sazant regarding same (0.30); Teleconference with O'Neal regarding Plan Changes (0.40);	4.30

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		Review HL analysis (0.20); Memorandum to Abelson regarding same (0.10).	
11 Jun 2023	JS	Meeting with B. Rosen, Cleary and UCC regarding Plan; edit Plan; draft issues list; emails with M. Weinberg regarding claim transfer.	6.30
12 Jun 2023	BSR	Memorandum to SteerCo regarding Amended Plan (0.30); Review and revise amended plan (1.40); Teleconference with J. Sazant regarding same (0.30); Review ██████████ memorandum regarding same (0.10); Memorandum to ██████████ regarding same (0.10); Review ██████████ memorandum regarding same (0.10); Memorandum to ██████████ regarding same (0.10); Review ██████████ pat memorandum regarding same (0.10); Memorandum to ██████████ regarding same (0.10); SteerCo call regarding plan, etc (0.90); Review W&C Plan comments (0.60); Teleconference with J. Sazant regarding same (0.20); Memorandum to P. Storm regarding same (0.10); Review and reply to correspondence regarding W&C/GAP insert (0.50).	4.90
12 Jun 2023	JS	Edit plan; review plan comments; correspondence with B. Rosen, W&C, and Cleary re: Plan; meeting with SteerCo re: case status update	6.20
12 Jun 2023	MRV	Weekly call with steering committee, B. Rosen, and J. Sazant.	0.80
13 Jun 2023	BSR	Review and revise reply regarding estimation (0.30); Memorandum to J. Sazant regarding same (0.10); Review DS Except regarding investigation (0.20); Memorandum to A. Parra Criste regarding same (0.10); Review O'Neal memorandum regarding Term Sheet/DS (0.10); Memorandum to O'Neal, et al., regarding same (0.10); Review filed DS (1.8); Memorandum to J. Sazant regarding same/status report (0.10); Memorandum to J. Sazant regarding FTX issues (0.20); Review and revise status report (0.30); Review Draft counterproposal (0.30); Memorandum to J. Sazant regarding same (0.10); Teleconference with P. Abelson regarding Dullouization (0.30); Memorandum to J. Sazant regarding same (0.10); Review FTX filings (0.50).	4.60
13 Jun 2023	JS	Edit reply in support of estimation motion; draft status update; correspondence with B. Rosen and creditors re: same; creditor correspondence; correspondence with B. Rosen, Cleary, and W&C re: DS; review proposal; correspondence with B. Rosen and W&C re: same	4.90
13 Jun 2023	MRV	Review weekly update to clients.	0.10
14 Jun 2023	BSR	Teleconference with P. Abelson regarding counter (0.40); Review Abelson memorandum regarding ██████████ (0.10); Memorandum to J. Sazant regarding same (0.10); Review J. Sazant memorandum regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Memorandum to SteerCo regarding cover note (0.20); Teleconference with P. Abelson regarding same (0.20); Review Marudes memorandum regarding As Set Sale (0.10); Memorandum to Marudes regarding same (0.30); Review ██████████ memorandum regarding counter (0.10); Memorandum to ██████████ regarding same (0.10); Teleconference with O'Neal regarding same (0.30); Review ██████████ memorandum regarding director call (0.20); Memorandum to Abelson regarding same (0.10); Teleconference with Abelson regarding Counter (0.20); Memorandum to Cleary et al., regarding same (0.10); Review VanLore memorandum regarding Solicitation Issue (0.10); Review J. Sazant memorandum regarding same (0.10); Memorandum to VanLore regarding same (0.10); Review VanLore memorandum regarding same (0.10); Review	3.80

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		Solicitation Draft (0.60); Memorandum to R. Minott regarding same (0.10).	
14 Jun 2023	ESG	Facilitate invite for listen-only line for Genesis hearing.	0.10
14 Jun 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.60
15 Jun 2023	VI	Review status and outstanding case issues; Email correspondences regarding same; Review next steps.	0.50
15 Jun 2023	BSR	Review materials and attend Lift Stay/ Estimation Hearing (2.90); Conference call with Special Committee, SteerCo, et al, regarding proposal (1.00); Teleconference with S. O'Neal regarding same (0.20); Teleconference with Abelson regarding same (0.30); Teleconference with [REDACTED] regarding same (0.20); Teleconference with [REDACTED] regarding same (0.20); Memorandum to A. Frelinhuysen regarding proposal (0.20); Review Frelinhuysen memorandum regarding same (0.10); Correspondence with S. O'Neal regarding Special Committee call (0.20); Memorandum to J. Sazant regarding SteerCo call (0.10); Review mediation extension notice (0.10); Memorandum to O'Neal regarding same (0.10); Review UCC comments regarding same (0.10); Memorandum to Abelson regarding same (0.10); Memorandum to J. Sazant regarding status report. (0.10).	5.90
15 Jun 2023	ESG	Bridge listen-only line for client into Genesis hearing.	2.00
15 Jun 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.20
16 Jun 2023	MTH	Review and analyze updated plan.	1.30
16 Jun 2023	BSR	Review Cleary/Morlis Analysis regarding NPV (0.50); Memorandum to J. Sazant regarding same (0.10); Review and revise status report (0.40); Review and revise draft (0.10); Review J. Sazant memorandum regarding UCC/Dorlazon (0.10); Review UCC FAQ (0.20); Memorandum to SteerCo regarding NPV (0.10); SteerCo Call regarding update (0.80).	2.30
16 Jun 2023	NKO	Circulate docket updates.	0.30
17 Jun 2023	BJC	Attn. to correspondence and related material.	0.30
17 Jun 2023	BSR	Review Abelson memorandum regarding valuation call (0.10); Review J. Sazant memorandum regarding same (0.10); Memorandum to Abelson, et al. regarding same (0.10); Review J. Sazant memorandum regarding same (0.10); Review Abelson memorandum regarding same (0.10); Memorandum to Abelson regarding same (0.10); Memorandum to J. Sazant regarding research (0.20); REview J. Sazant memorandum regarding same (0.10); Memorandum to E. Barak regarding same (0.10); Review J. Sazant memorandum regarding call (0.10); Memorandum to J. Sazant regarding same (0.10); Review J. Sazant memorandum to UCC regarding same (0.10); Review Abelson memorandum regarding same (0.10); Correspondence with UCC regarding same (0.20).	1.60
17 Jun 2023	YT	Review revised purchase agreement.	1.50
17 Jun 2023	LSK	Attention to emails.	0.10
17 Jun 2023	MRV	Call and emails with B. Rosen and J. Sazant regarding claims valuation research.	0.30

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18 Jun 2023	BJC	Review revised Purchase Agreement; correspondence with Y. Tal regarding regulatory revisions to same; follow-up and related correspondence.	2.90
18 Jun 2023	BSR	Correspondence with Team regarding valuation research (0.50).	0.50
18 Jun 2023	MRV	Research valuation of cryptocurrency and other commodities claims.	2.30
19 Jun 2023	BSR	Conference call with UCC professionals regarding valuation (0.40); Memorandum to SteerCo regarding same (0.20); Review ██████████ memorandum regarding same (0.10); Review Manen memorandum regarding POC (0.10); Memorandum to J. Sazant regarding same (0.10); Review ██████████ memorandum regarding valuation (0.10); Memorandum to ██████████ regarding same (0.10); Review VanLare memorandum regarding sale timeline (0.10); Memorandum to SteerCo regarding same (0.10); Memorandum to VanLare regarding same (0.10).	1.40
19 Jun 2023	YT	Review revised purchase agreement; emails regarding comments.	1.70
19 Jun 2023	LAA	Prepare issues list regarding Equity Purchase Agreement. Email same to J. Sazant.	1.40
19 Jun 2023	LSK	Attention to emails and EPA.	0.40
19 Jun 2023	MRV	Research valuation of cryptocurrency and other commodities claims.	8.20
20 Jun 2023	MTH	Review revised plan and prep for committee call.	2.50
20 Jun 2023	BSR	SteerCo conference call regarding negotiators (0.70); Review ██████████ memorandum regarding sale timeline (0.10); Review ██████████ memorandum regarding same (0.10); Memorandum to SteerCo regarding same (0.10); Review J. Sazant memorandum regarding memorandum (0.10); Memorandum to J. Sazant regarding same (0.10); Memorandum to J. Sazant regarding Group Notice (0.10); Review Manion memorandum regarding claim calculation (0.10); Memorandum to J. Sazant regarding same (0.10); Teleconference with P. Abelson regarding status (0.40); Teleconference with B. Geer regarding claims/dollarization (0.20); Review amended plan regarding open issues (1.90); Review DS regarding same (1.70); Teleconference with ██████████ regarding negotiation (0.40).	6.10
20 Jun 2023	YSH	Review of documents in preparation for call with ad hoc group.	1.00
20 Jun 2023	MRV	Research ██████████ .	4.20
21 Jun 2023	MTH	Work on structure and plan issues.	0.80
21 Jun 2023	BSR	Review Abelson memorandum regarding plan meeting (0.10); Memorandum to P. Abelson regarding same (0.10); Complete review of Amended Plan (0.90); Teleconference with J. Saferstein regarding DCG status (0.10); Review Saferstein memorandum regarding same (0.10); Memorandum to Saferstein regarding same (0.10); Memorandum to J. Sazant regarding Plan issues (0.10); Review and revise status update (0.40); Memorandum to J. Sazant regarding same (0.10); Teleconference with ██████████ regarding Barry meeting (0.40); Teleconference with Abelson regarding same (0.40); Teleconference with Abelson regarding dollarization (0.40).	3.20
21 Jun 2023	LAA	Review comments from Cleary regarding issues list.	0.10
21 Jun 2023	YSH	Review of plan filed in preparation for meeting with AdHoc Group.	3.20
21 Jun 2023	LSK	Attention to emails.	0.10

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
21 Jun 2023	TTM	Reviewed latest version of bankruptcy plan and prepared description of all classes and their entitlements (0.50); reviewed summary of plan prepared by Y. Habenicht and sent to M. Hamilton for his review (0.30).	0.80
21 Jun 2023	MRV	Research issues related to dollarization of crypto claims.	1.10
22 Jun 2023	MTH	Review and discuss in prep for call with clients.	0.80
22 Jun 2023	BSR	Conference call with SteerCo regarding negotiations, etc. (1.00); Teleconference with Saferstein regarding DCG status (0.30); Conference call with Cleary, W&C, et al., regarding plan issues (0.50); Teleconference with Abelson regarding same (0.30); Second call regarding plan issues (0.50); Memorandum to J. Sazant regarding issues List/Plan (0.10); Review same (0.30); Memorandum to Team regarding Dollarization memorandum (0.20); Review Abelson memorandum regarding same (0.10); Memorandum to B. Geer regarding analysis (0.10); Teleconference with P. Abelson regarding J. Sazant comments on valuation (0.30); Memorandum to J. Sazant regarding same (0.10); Review J. Sazant memorandum regarding same (0.10); Teleconference with [REDACTED] regarding Barry meeting and issues (0.50); Review claim procedures draft motion (0.30); Memorandum to J. Sazant regarding same (0.10); Review J. Sazant memorandum and Plan revisions (0.40); Memorandum to J. Sazant regarding same (0.10); Review correspondence regarding mediation extension (0.20); Memorandum to Abelson et al., regarding same (0.10).	5.60
22 Jun 2023	MRV	Call and emails with J. Sazant regarding dollarization memo (0.20); research issues related to dollarization of crypto claims (1.30); weekly call with steering committee (0.40).	1.90
23 Jun 2023	MTH	Review disclosure statement draft.	1.00
23 Jun 2023	BSR	Review J. VanLare memorandum regarding extension (0.10); Memorandum to J. VanLare regarding same (0.10); Review Notice regarding extension (0.10); Memorandum to C. Ribeiro regarding same (0.10); Conference call with [REDACTED], B. Geer, et al., regarding meeting prep (1.00); Memorandum to [REDACTED] regarding meeting (0.10); Conference call with W&C, [REDACTED] et al., regarding dollarization (1.00); Teleconference with [REDACTED] regarding same (0.30); Memorandum to J. Sazant regarding same (0.20); Review Renzi documents (0.70); Memorandum to J. Sazant regarding same (0.10); Memorandum to J. Sazant regarding research memorandum (0.10); Review J. Sazant memorandum regarding same (0.10); Teleconference with Abelson regarding meeting update (0.20).	4.20
23 Jun 2023	LAA	Review revised Equity Purchase Agreement from Cleary.	0.30
23 Jun 2023	CJP	Conduct legal research and review pleadings related to BlockFi, Celcius and Voyager bankruptcies and prepare portion of legal memo for M. Volin and J. Sazant.	3.80
23 Jun 2023	MRV	Research issues related to dollarization of crypto claims and draft outline for memo regarding same.	10.70
23 Jun 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.20
24 Jun 2023	BSR	Review Renzi memorandum regarding materials (0.10); Memorandum to Renzi regarding same (0.10); Memorandum to J. Sazant regarding research memorandum (0.10); Review correspondence regarding meeting update and analysis (0.60).	0.90

Client Name Committee of Facility B Lenders (8730)
 Matter Name Debt Restructuring (0001)

Invoice Date 25 Jul 2023
 Invoice Number 21194983

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
24 Jun 2023	CJP	Conduct research for M. Volin related to absolute priority rule and distributions to equity holders under plans of reorganization.	3.00
24 Jun 2023	MRV	Research issues related to dollarization of crypto claims and draft outline for memo regarding same (4.4); draft dollarization memo (11.90).	16.30
25 Jun 2023	MTH	Review revised plan, prepare for call.	1.00
25 Jun 2023	BSR	Memorandum regarding research (0.30); Review correspondence regarding meeting update and analysis (0.60); Review and revise research memorandum (1.80).	2.70
25 Jun 2023	YSH	Review of tax disclosure draft.	1.10
25 Jun 2023	MRV	Conduct research for dollarization memo (2.60); emails with J. Sazant regarding status of dollarization memo (0.10); review filings in other cryptocurrency cases for memo (0.90). review revised memo (0.40).	4.00
26 Jun 2023	MTH	Genesis - Ad Hoc Group Q&A call. Prepare same.	1.50
26 Jun 2023	BSR	Memorandum to B. Geer regarding Analysis call (0.10); Conference call with Proskauer Ad Hoc Group regarding status (1.00); Conference call with SteerCo. regarding same (0.40); Review ██████████ memorandum regarding Disclosures (0.10); Memorandum to ██████████ regarding same (0.10); Teleconference with ██████████ regarding same (0.40); Review questions for Group Call (0.20); Teleconference with J. Sazant regarding same (0.20); Teleconference with A. Frelinghuysen regarding discussion update (0.30); Teleconference with ██████████ regarding GAP, etc. (0.30); Review R. Minott memorandum regarding sale schedule (0.20); Memorandum to R. Minott regarding same (0.10); Teleconference with J. Sazant regarding same (0.20).	3.60
26 Jun 2023	FGZ	Further research/analysis securities issues regarding transferring crypto assets, video conference clients.	1.80
26 Jun 2023	YSH	Attended AdHoc Group committee meeting.	1.00
26 Jun 2023	TTM	Attended Q&A session to provide status update and answer questions for Ad Hoc creditor group (1.00).	1.00
26 Jun 2023	JS	Meeting with creditor group regarding case status; call with B. Rosen regarding same; creditor communications; correspondence with UCC re: GAP; correspondence with Cleary re: sale timeline.	1.70
26 Jun 2023	MRV	Attend ad hoc group Q&A call.	1.00
27 Jun 2023	MTH	Genesis - Conference call re tax disclosure statement. Prep same.	2.30
27 Jun 2023	BSR	Conference call with ██████████, et al., regarding GAP related issues (0.50); Conference call with Tax professionals regarding DS Issues (1.00); Memorandum to ██████████ regarding GAP issues (0.20); Review and revise Dollarization memorandum (2.10); Teleconference with J. Sazant regarding same (0.30); Review M.s Hamilton memorandum regarding Dollarization (0.10); Memorandum to M. Hamilton regarding same (0.10); Review UCC minutes regarding Dollarization (0.20); Memorandum to J. Sazant regarding same (0.10); Review E. Daucher memorandum regarding GAP (0.10); Memorandum to E. Daucher regarding same (0.10).	4.80
27 Jun 2023	YSH	Preparation for tax meeting to discuss updated proposals (0.6) and attended meeting (1.0).	1.60

Client Name Committee of Facility B Lenders (8730)
 Matter Name Debt Restructuring (0001)

Invoice Date 25 Jul 2023
 Invoice Number 21194983

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
27 Jun 2023	TTM	Review notes to draft tax disclosure (0.50); attend call with White & Case, Cleary, and Proskauer tax teams to discuss tax disclosure [1.00].	1.50
27 Jun 2023	JS	Call with B. Rosen and UCC regarding claims analysis; edit memo regarding claims dollarization; call with B. Rosen and E. Daucher re: GAP; correspondence with UCC regarding GAP; call with B. Rosen, M. Hamilton, Y. Habenicht, T. Multari, Cleary, and UCC regarding tax issues; creditor communications.	8.10
27 Jun 2023	MRV	Emails with J. Sazant regarding revised dollarization memo.	0.10
28 Jun 2023	BSR	Memorandum to J. Sazant regarding memorandum update/review Block K regarding same (0.40); Conference call with E. Darcher, et al. regarding GAP issues (0.60); Teleconference with P. Abelson regarding same (0.20); Teleconference with [REDACTED] regarding DCG calls (0.60); Teleconference with P. Abelson regarding same (0.30) Conference call with P. Abelson, et al., regarding Luno Setoff issue (0.70); Memorandum to P. Abelson regarding same (0.20); Memorandum to [REDACTED] regarding same (0.10); Memorandum to P. Abelson/Geer regarding Luno Talking Point (0.20); Review proposed changes (0.30); Memorandum to [REDACTED] regarding same (0.10); Conference call with Cleary, et al., regarding Plan Issues (1.20); Review Mark-up regarding same (0.40).	5.30
28 Jun 2023	JS	Calls with Cleary and UCC regarding Plan; call with B. Rosen and E. Daucher re: GAP; edit memo regarding dollarization; correspondence with Cleary re: FTX proof of claim.	5.00
29 Jun 2023	BSR	Conference call regarding Plan issues with Cleary, et al., (Partial) (0.60); SteerCo Conference call regarding Plan/DCG/ETC. (1.00); Conference call regarding rebalancing issues with White & Case, BRG, et al., (1.10); Review HL Analysis of proposal/Luno Effect (0.60); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Teleconference with [REDACTED] regarding DCG issues (0.60); Memorandum to [REDACTED] regarding same (0.10); Memorandum to J. Sazant regarding purchase Agreement (0.10); Teleconference with Y. Tal regarding same (0.20).	4.50
29 Jun 2023	YT	Review APA.	2.80
29 Jun 2023	LAA	Review draft APA from Cleary.	1.40
29 Jun 2023	LSK	Attention to emails and APA.	2.10
29 Jun 2023	JS	Calls with UCC re: Plan; calls with UCC and Cleary regarding Plan; meeting with SteerCo regarding case status update; edit APA; correspondence with Y. Tal, L. Kim, and L. Addicott regarding same.	4.00
29 Jun 2023	MRV	Weekly call with steering committee, B. Rosen and J. Sazant (0.30); review revised dollarization memo (0.50).	0.80
30 Jun 2023	BJC	Attn. to review of asset purchase agreement; research; correspondence with Y. Tal, L. Kim regarding regulatory review.	4.70
30 Jun 2023	BSR	Review correspondence regarding mediation extension (0.30); Memorandum to Abelson regarding same (0.10); Review A. Frelinghenysen memorandum regarding DCG proposal (0.10); Review proposal (0.50); Teleconference with P. Abelson regarding same (0.40); Teleconference with [REDACTED] regarding status (0.30); Review and revise Dollarization memorandum (0.90).	2.60
30 Jun 2023	YT	Discuss comments; follow up.	1.60

Client Name Committee of Facility B Lenders (87301)
Matter Name Debt Restructuring (0001)

Invoice Date 25 Jul 2023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
30 Jun 2023	LSK	Attention to APA.	1.50
30 Jun 2023	ESG	File transfer in genesis case per J. Sazant.	0.30

Client Name Committee of Facility B Lenders (87301)
 Matter Name Debt Restructuring (0001)

Invoice Date 25 Jul 2023
 Invoice Number 21194983

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees Amount</u>
<u>Partner</u>			
Bobroff, Bradley R.	4.30	1,550.00	6,665.00
Catalano, Benjamin J.	10.60	1,925.00	20,405.00
Choy, Wai L.	1.40	1,450.00	2,030.00
Doyle, Peter D.	1.80	1,875.00	3,375.00
Hamilton, Martin T.	26.30	1,750.00	46,025.00
Indelicato, Vincent	2.50	1,625.00	4,062.50
Ingrassia, John R.	0.60	1,625.00	975.00
Rosen, Brian S.	235.30	1,950.00	458,835.00
Tal, Yuval	16.60	1,825.00	30,295.00
Zarb, Frank G.	5.60	1,925.00	10,780.00
Total Partner	305.00		\$ 583,447.50
<u>Associate</u>			
Addicott, Laura A.	9.90	1,125.00	11,137.50
Farbiarz, Adam J.	1.00	1,395.00	1,395.00
Habenicht, Yomarie S.	31.00	1,275.00	39,525.00
Kim, Lauren S.	10.40	1,295.00	13,468.00
Multari, Thomas T.	12.80	1,075.00	13,760.00
Palacios, Christian J.	7.40	995.00	7,363.00
Sazant, Jordan	21.60	1,245.00	26,892.00
Sazant, Jordan	167.60	1,275.00	213,690.00
Volin, Megan R.	60.20	1,215.00	73,143.00
Total Associate	321.90		\$ 400,373.50
<u>Paralegal</u>			
Gaspar, Ella S.	6.50	290.00	1,885.00
Oloumi, Nicole K.	0.30	530.00	159.00
Sadaranganey, Nikhil M.	1.10	290.00	319.00
Total Paralegal	7.90		\$ 2,363.00
Professional Fees	634.80		\$ 986,184.00

Client Name Committee of Facility B Lenders (87301)
Matter Name Debt Restructuring (0001)

Invoice Date 25 Jul 2023
Invoice Number 21194983

Disbursement Summary

<u>Disbursements and Other Charges</u>	<u>Amount</u>
Computerized Research	2,658.00
Copying & Printing	75.04
Delivery Services	39.90
Local Delivery	237.52
Local Transportation	60.91
Out of Town Travel	635.31
PACERPRO	16.00
Total Disbursements	\$ 3,722.68

Total Billed

\$ 989,906.68



Proskauer Rose LLP Eleven Times Square, New York, NY 10036-8299

Remittance Advice

Federal ID: 13-1840454

Genesis Global Capital, LLC
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006

Invoice: 21194983
Invoice Date: 25 Jul 2023
Client Matter ID: 87301.0001

Attn: Sean O'Neal

Remit To:
Proskauer Rose LLP
Eleven Times Square
New York, NY 10036-8299
ATTN: Accounts Receivable

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001

Total Due This Invoice **\$ 989,906.68**

Total Outstanding for Matter **\$ 9,954,802.69**

Outstanding Invoices

<u>Date</u>	<u>Invoice</u>	<u>Total</u>	<u>Credits Applied</u>	<u>Remaining Balance</u>
28 Feb 2023	21163173	892,660.90	0.00	892,660.90
29 Mar 2023	21172181	599,210.76	0.00	599,210.76
26 Apr 2023	21178142	500,505.13	0.00	500,505.13
22 May 2023	21183447	272,087.08	0.00	272,087.08
Total Outstanding				\$ 3,254,370.55

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001



Proskauer Rose LLP Eleven Times Square, New York, NY 10036-8299

Federal ID: 13-1840454

Genesis Global Capital, LLC
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006

Invoice: 21203533
Invoice Date: 29 Aug 2023
Client Matter ID: 87301.0001

Attn: Sean O'Neal

RE: Debt Restructuring

For legal services rendered for the period ending July 31, 2023 as set forth in this invoice.

Fees Billed	\$ 240,686.50
Disbursements Billed	\$ 154.91
Total Due This Invoice	\$ 240,841.41

Outstanding Invoices

<u>Date</u>	<u>Invoice</u>	<u>Total</u>	<u>Credits Applied</u>	<u>Remaining Balance</u>
28 Feb 2023	21163173	892,660.90	0.00	892,660.90
29 Mar 2023	21172181	599,210.76	0.00	599,210.76
26 Apr 2023	21178142	500,505.13	0.00	500,505.13
22 May 2023	21183447	272,087.08	0.00	272,087.08
25 Jul 2023	21194983	989,906.68	0.00	989,906.68
Total Outstanding				\$ 3,495,211.96

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001

We do not change our bank account details. Do not reply to or act upon any email you receive purporting to advise you that our bank account details have changed. Please telephone your contact at our office before transferring any funds.

Client Name Committee of Facility B Lenders (8730)
 Matter Name Debt Restructuring (0001)

Invoice Date 29 Aug 2023
 Invoice Number 21203533

Description of Services Rendered

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
01 Jul 2023	BSR	Teleconference with A. Frelinghuysen regarding proposal (0.10); Teleconference with Dustin regarding same (0.10); Teleconference with [REDACTED] regarding same (0.30); Teleconference with P. Abelson regarding same (0.40); Memorandum to J. Sazant regarding status report (0.10); Review Frelinghuysen memorandum regarding discussions (0.20); Teleconference with Frelinghuysen regarding same (0.30); Memorandum to P. Abelson regarding same (0.10); Memorandum to P. Abelson regarding conversation (0.10); Teleconference with [REDACTED] regarding update (0.10).	1.80
01 Jul 2023	JS	Correspondence with B. Rosen, Cleary, W&C, and Hughes Hubbard regarding mediation.	0.40
02 Jul 2023	BSR	Conference call with Cleary, et al., regarding Plan/DCG update (1.00); Teleconference with P. Abelson regarding same (0.20); Teleconference with J. Sazant regarding Dollarization (0.20).	1.40
02 Jul 2023	YT	Emails regarding comments to APA.	0.20
03 Jul 2023	BSR	SteerCo call regarding DCG update (0.90); Teleconference with [REDACTED] regarding same (0.30); Teleconference with P. Abelson regarding same (0.30); Conference call with D. Smith, et al. regarding Genesis issues (0.60); Conference call with Cleary, et al., regarding DCG update (0.70); Review HL Analysis regarding DCG (0.40); Teleconference with P. Abelson regarding same (0.20); memorandum to Abelson regarding same (0.20); Review Abelson memorandum regarding same (0.20); Teleconference with [REDACTED] at regarding Winklevoss Letter (0.40); Review same (0.30); Teleconference with [REDACTED] regarding same (0.20); Teleconference with Abelson regarding same (0.30); Teleconference with A. Frelinghuysen regarding same (0.20); Review [REDACTED] memorandum regarding group (0.10); Memorandum to [REDACTED] regarding same (0.10); Memorandum to Abelson regarding Gemini (0.20); Teleconference Abelson regarding same (0.30); Review GBTC value memorandum (0.10).	6.00
03 Jul 2023	MTH	Review draft proposal from HH. Discussions same	1.30
04 Jul 2023	BSR	Review J. Sazant memorandum regarding Gemini letter (0.10); Memorandum to J. Sazant regarding same (0.10); Conference calls with Cleary, et al., regarding Plan/DCG Discussions (0.30); Teleconference with P. Abelson regarding negotiations (0.40); Memorandum to Steer Co. regarding Status (0.20); Review [REDACTED] memorandum regarding same (0.20); Memorandum to [REDACTED] regarding same (0.20).	1.50
04 Jul 2023	BSR	Teleconference with [REDACTED] regarding update (0.30); Teleconference with P. Abelson regarding same (0.20); Conference call with White & Case, [REDACTED] regarding same (0.60).	1.10

Client Name Committee of Facility B Lenders (8730)
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Invoice Date 29 Aug 2023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
05 Jul 2023	BSR	Teleconference with ██████ regarding open letter (0.40); Review open letter (0.30); Review ██████ memorandum regarding Genesis claims (0.10); Memorandum to ██████ regarding same (0.10); Review O'Neal memorandum regarding mediation extension (0.10); Memorandum to O'Neal regarding same (0.10); Review M. Hamilton memorandum regarding Tax Call (0.10); Memorandum to M. Hamilton regarding same (0.10); Review P. Abelson memorandum regarding Group call (0.10); Memorandum to P. Abelson regarding same (0.10); Conference call with White & Case, HH and Cleary regarding open letter (0.40); Steer Co. Call regarding same (0.70); Teleconference with J. Saferstein regarding DCG status (0.30); Memorandum to J. Sazant regarding Hearing (0.10); Memorandum to SteerCo regarding update (0.40); Review memorandum regarding OCP Increase (0.10); Memorandum to J. Sazant regarding same (0.10).	3.60
05 Jul 2023	ESG	Monitor docket for objections to claims.	0.20
05 Jul 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.40
05 Jul 2023	ESG	Register attorneys for upcoming hearings.	0.30
05 Jul 2023	MTH	Review revised proposal. Prepare for conversation with Hughes Hubbard. Correspondence Rosen.	1.60
06 Jul 2023	BSR	Teleconference with ██████ regarding negotiations (0.20); Teleconference with ██████ regarding Kramer call (0.80); Teleconference with P. Abelson regarding status/Dollarization (0.40); Review Correspondence regarding Hearing (0.30); Teleconference with P. Abelson regarding FTX Hearing (0.30).	2.00
06 Jul 2023	ESG	Maintain Genesis docket calendar.	0.30
06 Jul 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.20
06 Jul 2023	MRV	Weekly call with steering committee (0.10); Attend hearing (2.70).	2.80
06 Jul 2023	MTH	DCG - Conference call HH regarding proposal. Prepare for same.	1.30
06 Jul 2023	TTM	Calls with M. Hamilton to prepare for call with Hughes Hubbard tax (0.50); Review DCG Illustrative Proposal and summarize key aspects in email for M. Hamilton review (1.80); Call with Hughes Hubbard tax to discuss status of proposal and tax issues (0.80).	3.10
07 Jul 2023	BSR	Teleconference with ██████ regarding Gemini Complaint (0.30); Teleconference with P. Abelson regarding same (0.20); Memorandum to J. Sazant regarding same (0.10); Memorandum to M. Stancil regarding same (0.10); Review Gemini complaint (1.40); Teleconference with ██████ regarding same (0.20); Memorandum to J. Sazant regarding status update (0.20); Review Articles regarding complaint and FTX hearing (0.40); Teleconference with P. Abelson regarding complaint (0.30); Teleconference with A. Frelinghysen regarding same (0.30); Conference call with I. Schluskel, et al. regarding Genesis claims (0.40).	3.90
07 Jul 2023	LAA	Review revised draft of APA from CGSH.	0.40
07 Jul 2023	LSK	Attention to emails.	0.10
07 Jul 2023	YT	Revised agreement.	0.50

Client Name Committee of Facility B Lenders (8730)
 Matter Name Debt Restructuring (0001)

Invoice Date 29 Aug 2023
 Invoice Number 21203533

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
08 Jul 2023	BSR	Teleconference with P. Abelson regarding analysis/negotiations (0.40); Review and revise Dollarization memorandum (0.50); Review J. Sazant memorandum regarding FTX Hearing (0.20); Memorandum to ██████ regarding negotiations (0.30).	1.40
09 Jul 2023	BSR	Review and revise status update (0.50); Teleconference with P. Abelson regarding status/Gemini (0.20); Review Abelson memorandum regarding same (0.10); Review A. Frelinghuysen memorandum regarding same (0.10); Review D. Snuth memorandum regarding same (0.10); Memorandum to Abelson regarding same (0.10); Memorandum to J. Sazant regarding status update (0.10); Review J. Sazant memorandum regarding same (0.10); Conference call with W&C and HH regarding Gemini issues (0.30); Memorandum to J. Sazant, et al., regarding Team meeting (0.10); Review S. Sazant memorandum regarding same (0.10).	1.80
10 Jul 2023	BSR	Conference call regarding SteerCo regarding status/negotiations (0.70); Teleconference with ██████, et al., regarding catch up on negotiations (0.60); Review article regarding 3AC report (0.10); Memorandum to Abelson regarding same (0.10); Teleconference with ██████ regarding proposal (0.40). Memorandum to ██████ regarding POC (0.10); Review POC (0.30); Teleconference with J. Sazant regarding same (0.20); Memorandum to ██████ et al, regarding Breakdown (0.20); Memorandum to V. Vazquez regarding dollarization memorandum (0.10); Review and revise same (0.60); Review draft Plan (1.40); Review DCG proposals (0.40); Review Model regarding distributions (0.70).	5.90
10 Jul 2023	MRV	Weekly call with steering committee, B. Rosen, and J. Sazant.	0.40
10 Jul 2023	YT	Review materials and comment to same.	0.70
11 Jul 2023	BSR	Review UCC proposal to DCG (0.20); Memorandum to P. Abelson regarding same (0.10); Review P. Abelson memorandum regarding same (0.10); Memorandum to P. Abelson regarding same (0.10); Review memorandum from Abelson regarding same (0.10); Memorandum to Abelson regarding same (0.10); Memorandum to Abelson regarding disclosure (0.10); Memorandum to DCG counsel regarding same (0.20); Review C. Shore memorandum regarding same (0.10); Memorandum to C. Shore regarding same (0.20); Teleconference with C. Shore regarding same (0.30); Teleconference with ██████ regarding same (0.40); Teleconference with ██████ regarding setoff (0.30); Teleconference with ██████ regarding UCC proposal (0.30); Memorandum to ██████ regarding same (0.10); Teleconference with Abelson regarding same (0.40); Review alternative distribution model (0.30); Conference call with UCC professionals regarding distribution proposal (1.00); Teleconference with ██████ regarding same (0.30); Teleconference with J. Sazant regarding same (0.20).	4.90
11 Jul 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.20

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 Matter Name Debt Restructuring (0001)

Invoice Date 29 Aug 2023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
12 Jul 2023	BSR	Review M. Rodrigue memorandum regarding Genesis claims (0.10); Memorandum to A. Hain regarding same (0.10); Memorandum to P. Abelson regarding status of materials (0.10); Second memorandum to Abelson regarding same (0.10); Review and revise Dollarization memorandum (1.30); Memorandum to M. Volin, et al. regarding same (0.10); Conference call with [REDACTED] counsel (0.50); Review updated HL materials (0.40); Memorandum to SteerCo regarding same (0.20); Teleconference with S. O'Neal regarding update/DS Hearing (0.40); Review notice regarding same (0.10); Memorandum to SteerCo regarding same (0.10); Teleconference with [REDACTED] regarding proposal (0.30); Office conference with J. Sazant regarding same (0.10); Review POC and USD/Cry to Breakdown (0.50).	4.40
12 Jul 2023	ESG	Maintain genesis docket calendar.	0.30
12 Jul 2023	MRV	Review B. Rosen comments to dollarization memo.	0.20
13 Jul 2023	BSR	Teleconference with A. Frelinghuysen regarding update/payment (0.40); Memorandum to SteerCo regarding payment (0.10); Teleconference with P. Abelson regarding same (0.20); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Memorandum to B. Geer regarding Assumptions (0.20); Review Greer memorandum regarding same (0.10); Memorandum to Geer regarding same (0.10); Status conference regarding Mediation, etc (1.00); SteerCo conference call (0.60); Teleconference with [REDACTED] regarding same (0.30); Teleconference with [REDACTED] regarding Crypto protection (0.40); Conference call with HL regarding Deck Assumptions (0.50).	4.30
13 Jul 2023	ESG	Register attorneys for upcoming hearings.	0.10
13 Jul 2023	MRV	Weekly call with steering committee (0.50); Review revised dollarization memo (0.30).	0.80
14 Jul 2023	BSR	Conference call with [REDACTED] regarding catch up (0.40); Teleconference with [REDACTED] regarding same (0.30); Teleconference with P. Abelson regarding distributions (0.40); Teleconference with J. Sazant regarding same (0.30); Conference call with HL W&C, et al., regarding Plan development (0.70); Review Gemini Counter (0.30); Memorandum to J. Sazant regarding same (0.10); Review J. Sazant memorandum regarding holder confidentiality (0.30); Memorandum to J. Sazant regarding same (0.20); Teleconference with [REDACTED] regarding options (0.20); Memorandum to J. Sazant regarding same (0.20); Review Latest HL presentation (0.50).	3.90
15 Jul 2023	BSR	Conference call with HL, et al., regarding Plan distributions (0.60); Review HL model (0.40); Teleconference with VanLare regarding FTX (0.10); Teleconference with P. Abelson regarding issues (0.40).	1.50
16 Jul 2023	BSR	Teleconference with P. Abelson regarding open issues (0.90); Teleconference with S. O'Neal regarding same (0.50); Teleconference with J. Van Lare regarding FTX (0.20); Conference call with HL, W&C, et al., regarding Plan Recoveries (0.90).	2.50
16 Jul 2023	YT	Review and comment on escrow agreement.	0.40

Client Name Committee of Facility B Lenders (8730)
 Matter Name Debt Restructuring (0001)

Invoice Date 29 Aug 2023
 Invoice Number 21203533

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
17 Jul 2023	BSR	Review 3AC article regarding Genesis Claims (0.20); Memorandum to P. Abelson regarding report/3AC (0.10); Review P. Abelson memorandum regarding same; Review Distribution scenarios (0.60); Memorandum to SteerCo regarding same (0.20); Memorandum to HL regarding Model/SteerCo (0.10); Memorandum to SteerCo regarding same (0.10); Memorandum to B. Geer regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Memorandum to SteerCo regarding meeting (0.20); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Memorandum to [REDACTED] regarding Gemini situation (0.10); Teleconference with [REDACTED] regarding same (0.40); Review B. Geer memorandum regarding SteerCo call (0.10); Memorandum to B. Geer regarding same (0.10); Review VanLare memorandum regarding FTX (0.10); Memorandum to Van Lare regarding same (0.10); Teleconference with [REDACTED] regarding update (0.30); Memorandum to J. Sazant regarding same (0.10); Review O'Neal memorandum regarding FTX (0.10); Memorandum to O'Neal regarding same (0.10); Review Sciametta memorandum regarding creditor call (0.10); Memorandum to Sciametta regarding same (0.10); Teleconference with [REDACTED] regarding update (0.30); Review Litan memorandum regarding scenarios (0.40).	4.50
17 Jul 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.30
18 Jul 2023	BSR	SteerCo conference call regarding distributions etc (1.10); Teleconference with B. Geer regarding same (0.20); Teleconference with P. Abelson regarding same (0.40); Teleconference with A. Litan regarding Scenarios/options (0.50); Conference call with HL and W&C regarding next steps (0.90); Conference call with W&C and Cleary regarding same (0.50); Memorandum to Van Lare regarding FTX proposal (0.10); Teleconference with Van Lare regarding same (0.20); Review Van Lare memorandum regarding same (0.10); Memorandum to Van Lare regarding same (0.10); Review O'Neal memorandum regarding same (0.10); Memorandum to O'Neal regarding same (0.10); Memorandum to J. Sazant regarding hearing (0.10); Review J. Sazant memorandum regarding same (0.10); Review [REDACTED] issues (0.30); Memorandum to B. Geer regarding same (0.20); Review A. Parra memorandum regarding [REDACTED] (0.10); Memorandum to A. Parra regarding same (0.10); Teleconference with P. Abelson regarding Post-call update (0.30); Memorandum to SteerCo regarding same (0.20); Review [REDACTED] memorandum regarding settlement (0.10); Memorandum to [REDACTED] regarding same (0.10).	5.90
18 Jul 2023	ESG	Maintain Genesis docket calendar.	0.10
18 Jul 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.10

Client Name Committee of Facility B Lenders (8730)
Matter Name Debt Restructuring (0001)

Invoice Date 29 Aug 2023
Invoice Number 21203533

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
19 Jul 2023	BSR	Conference call with P. Abelson and J. Saferstein regarding DCG issues (0.40); Teleconference with S. O'Neal regarding same/FTX, etc (0.40); Conference call with Van Lare, et al., regarding FTX (0.30); Review Scrametta memorandum regarding creditor call (0.10); Memorandum to Scrametta regarding same (0.10); Review ██████████ memorandum regarding Gemini/FTX issues (0.10); Memorandum to SteerCo regarding same (0.30); Memorandum to M. Volin regarding Hearing (0.10); Review Van Lare memorandum regarding FTX (0.10); Memorandum to Van Lare regarding same (0.10); Memorandum to Van Lare regarding update/FTX (0.10); Review ██████████ memorandum regarding FTX (0.10); Memorandum to ██████████ regarding same (0.10); Review ██████████ memorandum regarding scenarios (0.20); Memorandum to ██████████ regarding same (0.10); Teleconference with ██████████ regarding same (0.40); Review M. Kraines regarding meeting (0.10); Memorandum to M. Kraines regarding same (0.10); Review ██████████ regarding ██████████ (0.10); Memorandum to ██████████ regarding same (0.10); Memorandum to SteerCo regarding creditor call (0.10); Memorandum to Sciametta regarding same (0.10).	3.60
19 Jul 2023	ESG	Download and distribute transcripts to M. Volin.	0.20
19 Jul 2023	ESG	Register M. Volin for upcoming hearing and discuss transcript order.	0.20
19 Jul 2023	MRV	Prepare for hearing on FTX motions.	1.30
20 Jul 2023	BSR	Review ██████████ memorandum regarding update (0.10); Memorandum to ██████████ regarding same (0.10); Review ██████████ regarding same (0.10); Memorandum to ██████████ regarding same (0.10); Review M. Kraines memorandum regarding discussion (0.10); Memorandum to M. Kraines regarding same (0.10); Review J. Sciametta memorandum regarding financial update (0.30); Memorandum to J. Sciametta regarding same (0.30); Review ██████████ memorandum regarding same (0.10); Memorandum to ██████████ regarding same (0.10); Review L. Barefoot memorandum regarding Kraines (0.20); Memorandum to L. Barefoot regarding same (0.20); Memorandum to J. Sazant regarding SteerCo call (0.10); Memorandum to SteerCo regarding update (0.40); Review SteerCo memorandum regarding same (0.30); Review ██████████ memorandum regarding FTX issues (0.30); TC: M. Volin regarding FTX Hearing (0.20); Review J. Van Lare memorandum regarding FTX negotiations (0.20); Review M. Volin summary of hearing (0.10); Review M. Silverman memorandum regarding USD Sub Group (0.10); Memorandum to M. Silverman regarding same (0.10); Review M. Silverman memorandum regarding Sub Group Composition (0.10); Teleconference with ██████████ regarding same (0.10).	3.80
20 Jul 2023	MRV	Emails with J. Sazant regarding upcoming hearing (0.30); Review documents and prepare for hearing (5.40); Attend hearing (0.70); Draft email to B. Rosen and J. Sazant regarding hearing (0.20).	6.60
21 Jul 2023	BSR	Review A. Frelinghuysen memorandum regarding Term Sheet (0.10); Review Term Sheet (0.30); Memorandum to Frelinghuysen regarding same (0.10); Memorandum to S O'Neal regarding same (0.10); Review P. Abelson memorandum regarding same (0.10); Review S. O'Neal memorandum regarding same (0.10); Memorandum to J. Sazant re Status Update (0.20); Conference call with ██████████ regarding update (0.50); Review Notice regarding DS Hearing (0.10); Review updated sale schedule (0.20); Teleconference with S. O' Neal regarding Gemini (0.10).	1.90

Client Name Committee of Facility B Lenders (87301)
Matter Name Debt Restructuring (0001)

Invoice Date 29 Aug 2023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
22 Jul 2023	BSR	Review VanLare memorandum regarding: FTX discussion (0.10); Memorandum to VanLare regarding same (0.10); Review FTX analysis (0.40).	0.60
23 Jul 2023	BSR	Teleconference with Abelson regarding update/FTX, Gemini, etc. (0.30); Teleconference with Abelson regarding same (0.40); Memorandum to Van Lare regarding FTX call (0.10); Review Van Lare memorandum regarding same (0.10); Review O'Neal memorandum regarding same (0.10); Memorandum to O'Neal regarding same (0.10); Review M. Silverman regarding meeting (0.10); Memorandum to M. Silverman regarding same (0.10); Review recent pleadings (0.30).	1.60
24 Jul 2023	BSR	Teleconference with [REDACTED] regarding claim payment (0.30); SteerCo call (0.80); Conference call with Pryor Cashman team regarding USD (0.40); Teleconference with Sazant regarding Sabgans (0.20); Memorandum to Sazant regarding same (0.10); Review [REDACTED] memorandum regarding issues/scenarios (0.40); Teleconference with [REDACTED] regarding same (0.20); Memorandum to [REDACTED] regarding same (0.10); Draft memorandum to SteerCo regarding proposals (0.90); Review USD claim Breakdown (0.30); Memorandum to Sazant regarding same (0.10); Memorandum to Abelson regarding debt term sheets (0.10); Memorandum to M. Volin, et al., regarding Gemini Claims (0.10); Review Gemini POCs (0.50).	4.50
24 Jul 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.10
24 Jul 2023	MRV	Weekly call with steering committee.	0.60
25 Jul 2023	BSR	Review draft debt term sheet (0.40); Memorandum to Abelson regarding update call (0.10); Memorandum to B. Geer regarding same (0.10); Office conference with M. Bienenstock regarding MLA (0.20); Memorandum to J. Sazant regarding same (0.10); Review FTX presentation regarding claims (0.40); Teleconference with O'Neal regarding same (0.20); Conference call with DCG/UCC regarding status (0.40); Conference call with O'Neal, et al. regarding 3AC prep (0.50); Memorandum to Volin and Sazant regarding 3AC (0.10); Conference call with W&C, et al., (0.40).	2.90
26 Jul 2023	BSR	Conference call with [REDACTED] regarding distributions (0.70); Memorandum to J. Sazant regarding 3AC analysis (0.10); Teleconference with [REDACTED] regarding scenario (0.30); Teleconference with [REDACTED] regarding same (0.40); Memorandum to Abelson regarding simple distribution (0.10); Review same (0.40); Memorandum to Sazant regarding same (0.10); Review Sazant memorandum regarding same (0.10); Memorandum to Sazant regarding same (0.10); Teleconference with VanLare regarding FTX update (0.30); Review Sazant memorandum regarding 3AC (0.10); Memorandum to Sazant regarding same (0.10); Review Abelson memorandum regarding simple scenario (0.10); Memorandum to Abelson regarding same (0.10); Memorandum to O'Neal and VanLare regarding FTX (0.20); Teleconference with Abelson regarding update (0.40); Teleconference with O'Neal regarding status (0.30); Review updated scenarios (0.40).	4.30
26 Jul 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.10
26 Jul 2023	MRV	Emails with J. Sazant regarding 3AC memo (0.30); Call with J. Sazant regarding 3AC memo and research (0.20).	0.50

Client Name Committee of Facility B Lenders (8730)
 Matter Name Debt Restructuring (0001)

Invoice Date 29 Aug 2023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
27 Jul 2023	BSR	SteerCo conference call regarding update (0.70); Draft status update (0.70); Review M. Kraines memorandum regarding call (0.10); Memorandum to M. Kraines regarding same (0.10); Review Genesis Notice regarding DS (0.20); Memorandum to O'Neal regarding same (0.10); Teleconference with O'Neal regarding updates (0.40); Memorandum to Abelson regarding SteerCo update (0.20); Review Abelson memorandum regarding same (0.10); Memorandum to Abelson regarding Model (0.10); Review Abelson memorandum regarding same (0.10); Review Frelinghuysen regarding letter regarding mediation extension (0.30); Memorandum to Frelinghuysen regarding same (0.10); Review Sazant memorandum regarding FTX (0.10); Memorandum to Sazant regarding same (0.10); Review FTX Article (0.10); Memorandum to O'Neal regarding same (0.10).	3.60
27 Jul 2023	MRV	Weekly call with steering committee (0.50); Conduct research for 3AC memo (1.20).	1.70
28 Jul 2023	BSR	Conference call with ██████████ regarding distribution (0.50); Conference call with White & Case, HL et al. regarding same (0.80); Conference call with Cleary, et al regarding FTX claims (0.70); Teleconference with P. Abelson regarding status (0.30); Teleconference regarding scenarios (0.30); Teleconference with J. Sazant regarding same (0.20); Teleconference with Saferstein regarding DCG update (0.10); Review HL scenarios (0.50); Memorandum to SteerCo regarding FTX claim update (0.30); Memorandum to Abelson regarding model (0.10); Review Abelson memorandum regarding same (0.10); Memorandum to B. Geer regarding same (0.10); Memorandum to ██████████ regarding UCC call and update (0.30).	4.30
28 Jul 2023	MRV	Draft memo regarding 3AC issues and conduct related research.	2.20
29 Jul 2023	BSR	Conference call with HL W&C, ██████████ et al, regarding distribution scenarios (1.00); Review revised scenarios (0.60); Review ██████████ memorandum regarding same (0.10); Review DCG Tranche Debt (0.30).	2.00
29 Jul 2023	MRV	Draft memo regarding 3AC issues.	4.40
30 Jul 2023	BSR	Review ██████████ memorandum regarding call (0.10); Memorandum to ██████████ regarding same (0.10); Review ██████████ Analysis and revise (0.60); Memorandum to ██████████ regarding same (0.10); Teleconference with ██████████ regarding same (0.20); Review ██████████ memorandum regarding HL (0.10); Memorandum to HL, et al., regarding same (0.30); Memorandum to Saferstein regarding DCG proposal (0.30).	1.80
30 Jul 2023	MRV	Draft memo regarding 3AC issues and conduct related research.	1.80
31 Jul 2023	BSR	Conference call with HL regarding Distribution Scenarios (0.40); Teleconference with ██████████ regarding same (0.30) SteerCo. conference call regarding next steps (0.60); Review ██████████ memorandum regarding scenarios (0.10); Review HL materials (0.50); Teleconference with Abelson regarding same (0.20); Memorandum to SteerCo. regarding same (0.20); Memorandum to S. O'Neal regarding status (0.10); Memorandum to HL regarding scenarios (0.10); Memorandum to M. Kraines regarding query (0.10); Review ██████████ memorandum regarding strategy (0.20); Review ██████████ memorandum regarding same (0.30); Memorandum to ██████████ regarding same (0.10).	3.20
31 Jul 2023	MRV	Draft memo regarding 3AC issues.	0.40

Client Name Committee of Facility B Lenders (87301)
 Matter Name Debt Restructuring (0001)

Invoice Date 29 Aug 2023
 Invoice Number 21203533

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees Amount</u>
<u>Partner</u>			
Hamilton, Martin T.	4.20	1,750.00	7,350.00
Rosen, Brian S.	100.40	1,950.00	195,780.00
Tal, Yuval	1.80	1,825.00	3,285.00
Total Partner	106.40		\$ 206,415.00
<u>Associate</u>			
Addicott, Laura A.	0.40	1,125.00	450.00
Kim, Lauren S.	0.10	1,295.00	129.50
Multari, Thomas T.	3.10	1,075.00	3,332.50
Sazant, Jordan	0.40	1,275.00	510.00
Volin, Megan R.	23.70	1,215.00	28,795.50
Total Associate	27.70		\$ 33,217.50
<u>Paralegal</u>			
Gaspar, Ella S.	3.10	340.00	1,054.00
Total Paralegal	3.10		\$ 1,054.00
Professional Fees	137.20		\$ 240,686.50

Client Name Committee of Facility B Lenders (87301)
Matter Name Debt Restructuring (0001)

Invoice Date 29 Aug 2023
Invoice Number 21203533

Disbursement Summary

<u>Disbursements and Other Charges</u>	<u>Amount</u>
Copying & Printing	5.12
Database Search Services	69.80
Local Transportation	71.99
PACERPRO	8.00
Total Disbursements	\$ 154.91

Total Billed

\$ 240,841.41



Proskauer Rose LLP Eleven Times Square, New York, NY 10036-8299

Remittance Advice

Federal ID: 13-1840454

Genesis Global Capital, LLC
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006

Invoice: 21203533
Invoice Date: 29 Aug 2023
Client Matter ID: 87301.0001

Attn: Sean O'Neal

Remit To:
Proskauer Rose LLP
Eleven Times Square
New York, NY 10036-8299
ATTN: Accounts Receivable

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001

Total Due This Invoice **\$ 240,841.41**

Total Outstanding for Matter **\$ 10,703,867.96**

Outstanding Invoices

<u>Date</u>	<u>Invoice</u>	<u>Total</u>	<u>Credits Applied</u>	<u>Remaining Balance</u>
28 Feb 2023	21163173	892,660.90	0.00	892,660.90
29 Mar 2023	21172181	599,210.76	0.00	599,210.76
26 Apr 2023	21178142	500,505.13	0.00	500,505.13
22 May 2023	21183447	272,087.08	0.00	272,087.08
25 Jul 2023	21194983	989,906.68	0.00	989,906.68
Total Outstanding				\$ 3,495,211.96

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001



Proskauer Rose LLP Eleven Times Square, New York, NY 10036-8299

Federal ID: 13-1840454

Genesis Global Capital, LLC
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006

Invoice: 21204677
Invoice Date: 19 Sep 2023
Client Matter ID: 87301.0001

Attn: Sean O'Neal

RE: Debt Restructuring

For legal services rendered for the period ending August 31, 2023 as set forth in this invoice.

Fees Billed	\$ 265,491.50
Total Due This Invoice	\$ 265,491.50

Outstanding Invoices

<u>Date</u>	<u>Invoice</u>	<u>Total</u>	<u>Credits Applied</u>	<u>Remaining Balance</u>
28 Feb 2023	21163173	892,660.90	0.00	892,660.90
29 Mar 2023	21172181	599,210.76	0.00	599,210.76
26 Apr 2023	21178142	500,505.13	0.00	500,505.13
22 May 2023	21183447	272,087.08	0.00	272,087.08
25 Jul 2023	21194983	989,906.68	0.00	989,906.68
29 Aug 2023	21203533	240,841.41	0.00	240,841.41
Total Outstanding				\$ 3,760,703.46

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001

We do not change our bank account details. Do not reply to or act upon any email you receive purporting to advise you that our bank account details have changed. Please telephone your contact at our office before transferring any funds.

Client Name Committee of Facility B Lenders (87301)
Matter Name Debt Restructuring (0001)

Invoice Date 19 Sep 2023
Invoice Number 21204677

Description of Services Rendered

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
01 Aug 2023	BSR	Review DS Amendment (0.50); Memorandum to J. Sazant regarding same (0.10); Review O'Neal memorandum regarding special communication meeting (0.10); Memorandum to S. O'Neal regarding same (0.10); Memorandum to SteerCo regarding same (0.10); Memorandum to J. Sazant regarding FTI Plan (0.10); Review same (0.30); Review ██████ memorandum regarding SteerCo meeting (0.10); Memorandum to SteerCo regarding same (0.10); Memorandum to B. Geer regarding same (0.10); Review memorandum regarding Special Communication call (0.30); memorandum to O'Neal regarding same (0.10); Review Geer memorandum regarding SteerCo Call (0.10); Memorandum to Geer regarding same (0.10); Memorandum to SteerCo regarding same (0.10).	2.90
01 Aug 2023	JS	Review FTX Plan; review DS exhibits; correspondence with B. Rosen re: same; correspondence with creditors re: plan; meeting with creditors and Houlihan re: plan	5.20
01 Aug 2023	ESG	Register attorneys for upcoming hearings and maintain docket calendar.	0.90
01 Aug 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.30
01 Aug 2023	ESG	Monitor docket for objections to proofs of claim per C. Palacios.	0.40
02 Aug 2023	BSR	Prepare for and attend Genesis Hearing (0.90); Conference call with SteerCo HL, et al., (1.00); Conference call with Special Committee, et al. regarding update (0.90); Memorandum to J. Sazant regarding Hearing (0.10); Review J. Sazant memorandum regarding same (0.10); Memorandum to Saferstein regarding DCG, Distribution (0.10); Review Saferstein memorandum regarding same (0.10); Memorandum to B. Geer regarding Conference call (0.10); Review Geer memorandum regarding same (0.10); Memorandum to SteerCo regarding call (0.30); Teleconference with P. Abelson regarding same (0.30); Teleconference with O'Neal regarding same (0.40); Review ██████ memorandum regarding scenario (0.10); Memorandum to B. Geer regarding same (0.10); Teleconference with ██████ regarding same (0.30); Memorandum to J. Sazant regarding SteerCo call (0.10).	5.00
02 Aug 2023	JS	Attend hearing; correspondence with B. Rosen re: same	1.30
02 Aug 2023	JS	Meeting with SteerCo; correspondence with M. Volin re: 3AC claims analysis; creditor correspondence; correspondence with SteerCo re distribution mechanics	2.10
02 Aug 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.20
03 Aug 2023	BSR	Review ██████ memorandum regarding SteerCo call (0.10); Memorandum to ██████ regarding same (0.10); Review SteerCo memorandum regarding call (0.30); Memorandum to B. Geer regarding call (0.20); Review ██████ memorandum regarding same (0.10); Memorandum to ██████ regarding same (0.10); Review M. Silverman memorandum regarding update (0.10); Memorandum to	2.30

Client Name Committee of Facility B Lenders (8730)
 Matter Name Debt Restructuring (0001)

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 Invoice Number 21204677

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		M. Silverman regarding same (0.10); Conference call with Stonehill regarding claims (0.60); Teleconference with [REDACTED] regarding scenarios/meeting (0.60).	
03 Aug 2023	JS	Draft plan issues table; correspondence with B. Rosen re: same; correspondence with creditors;	5.70
03 Aug 2023	JS	Develop plan distribution mechanics solutions chart	3.60
04 Aug 2023	BSR	Conference call with Pryor Cashman regarding update (0.60); Conference call with HL, SteerCo regarding scenarios (1.00); Teleconference with [REDACTED] regarding same (0.30); Teleconference with [REDACTED] regarding same (0.30); Review J. Sazant memorandum regarding options (0.20); Memorandum to J. Sazant regarding same (0.10); Review J. Sazant memorandum regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Memorandum to J. Sazant regarding update (0.10); Review Lane decision regarding disclosure (1.20).	4.00
04 Aug 2023	MRV	Call with clients, B. Rosen, and J. Sazant (partial).	0.60
04 Aug 2023	ESG	Maintain Genesis docket calendar and register attorneys for upcoming hearings.	0.30
05 Aug 2023	BSR	Review revised HL scenarios (0.90); Memorandum to SteerCo regarding same (0.10); Review [REDACTED] memorandum regarding same (0.20); Review [REDACTED] memorandum regarding same (0.10).	1.30
07 Aug 2023	BSR	Review and revise status update (0.50); Review revised update and revise (0.30); Review O'Neal memorandum regarding mediation (0.10); Memorandum to O'Neal regarding same (0.10); Review O'Neal memorandum regarding same (0.10); Memorandum to O'Neal regarding same (0.10).	1.20
07 Aug 2023	JS	Draft status update; meeting with SteerCo; creditor correspondence; correspondence with B. Rosen re: case status update	2.30
07 Aug 2023	MRV	Weekly call with steering committee.	0.80
08 Aug 2023	BSR	Review draft FTX agreement (0.40); Memorandum to J. Sazant regarding same (0.10); Review [REDACTED] memorandum regarding HL slides (0.30); Memorandum to [REDACTED] regarding same (0.10).	0.90
08 Aug 2023	MRV	Emails with J. Sazant regarding settlement agreement and 3AC memo.	0.30
10 Aug 2023	BSR	Review O'Neal memorandum regarding mediation (0.10); Memorandum to O'Neal regarding same (0.10); Review Weinberg memorandum and Plan Term Sheet (0.70); Memorandum to Weinberg regarding same (0.10); Memorandum to J. Sazant regarding AHG call (0.10); Review creditor memorandum regarding same (0.10); Review Objection to DS (0.30); Memorandum to J. Sazant regarding same (0.10); Memorandum to J. Sazant regarding mediation/scenarios (0.20).	1.80
10 Aug 2023	MRV	Weekly call with steering committee.	0.20
10 Aug 2023	ESG	Maintain Genesis docket calendar.	0.10
10 Aug 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.20
11 Aug 2023	BSR	Review [REDACTED] memorandum regarding dollar creditor (0.10); Memorandum to [REDACTED] regarding same (0.10).	0.20
11 Aug 2023	MRV	Review FTX settlement agreement.	0.80

Client Name Committee of Facility B Lenders (8730)
 Matter Name Debt Restructuring (0001)

Invoice Date 19 Sep 2023
 Invoice Number 21204677

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
12 Aug 2023	BSR	Review HL Scenarios (0.90); Conference call of HL and W&C regarding same (0.50); Memorandum to J. Sazant regarding client summary (0.10); Teleconference with S. O'Neal regarding update (0.40); Review and revise summary/memorandum to SteerCo regarding same (0.40).	2.30
13 Aug 2023	BSR	Review memorandum regarding meeting (0.60); Memorandum to SteerCo members regarding same (0.40); Review Amanda Criste memorandum regarding same (0.10); Memorandum to Amanda Criste regarding same (0.10); Review fair deal group proposal (0.40); Teleconference with [REDACTED] regarding same (0.30); Teleconference with S. O'Neal regarding same/mediation (0.30); Memorandum to J. Sazant regarding scenarios (0.10); Review [REDACTED] memorandum regarding same (0.20).	2.50
13 Aug 2023	MRV	Review fair deal group letter.	0.30
14 Aug 2023	BSR	Conference call with W&C, et al., regarding HL scenarios (0.30); Conference call with SteerCo regarding same, etc. (0.90); Teleconference with P. Abelson regarding SteerCo call (0.40); Review Fair Deal Group letter (0.30); Memorandum to SteerCo regarding same (0.10); Review updated HL Slides (0.40); Memorandum to SteerCo regarding same (0.10); Review J. Sazant scenario request (0.20).	2.70
14 Aug 2023	MRV	Review summaries of dollarization in other crypto cases and disclosure statement objections (.2); weekly call with steering committee (.9); review fair deal group term sheet (.3); review Houlihan cash out deck and client emails regarding same (.6).	2.00
14 Aug 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.30
15 Aug 2023	VI	Review case status and outstanding issues; Multiple email correspondences re: same.	1.00
15 Aug 2023	BSR	Review Geer memorandum regarding updated scenarios (0.10); Memorandum to B. Geer regarding same (0.10); Review [REDACTED] memorandum regarding Mediation (0.10); Memorandum to [REDACTED] regarding same (0.10); Review Abelson memorandum regarding Abelson memorandum regarding update (0.10); Memorandum to Abelson regarding same (0.10); Conference call with W&C, et al. regarding same (0.40); Memorandum to [REDACTED] regarding call (0.20); Review [REDACTED] memorandum regarding issues/effects (0.30); Memorandum to [REDACTED] regarding same (0.10); Review HL responses to inquires (0.30); Memorandum to SteerCo regarding same (0.10); Review J. Sazant memorandum regarding mediation (0.10); Memorandum to J. Sazant regarding same (0.10); Teleconference with S. O'Neal regarding mediation (0.40); Teleconference with Abelson regarding same (0.40); Teleconference with [REDACTED] regarding scenarios, support (0.30); Memorandum to SteerCo regarding positions (0.10); All AHG conference call regarding update (0.70).	4.10
15 Aug 2023	JS	Travel to NYC for mediation	6.20
15 Aug 2023	MRV	Ad Hoc Group Q&A meeting (.8); review latest Houlihan proposal and client emails regarding same (.3).	1.10
16 Aug 2023	BSR	Review draft Agenda (0.10); Memorandum to S. O'Neal regarding same (0.10); Teleconference with P. Abelson regarding same (0.20); Review S. O'Neal memorandum regarding Fair Deal Group (0.10); Memorandum to S. O'Neal regarding same (0.10); Teleconference with [REDACTED] regarding same (0.30); Review [REDACTED] memorandum regarding Agenda (0.10); Memorandum to [REDACTED], et	9.90

Client Name Committee of Facility B Lenders (8730)
 Matter Name Debt Restructuring (0001)

Invoice Date 19 Sep 2023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		al.regarding same (0.10); Prepare and attend mediation session regarding Plan Issues (8.20); Review K Aulet memorandum regarding Fair Deal response (0.10); Memorandum to Aulet regarding same (0.10); Review reservation of Rights Materials (0.30); Memorandum to J. Sazant regarding same (0.10).	
16 Aug 2023	JS	Attend mediation	10.50
16 Aug 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.20
17 Aug 2023	BSR	Review Motion to Prime liens, etc. (0.30); Memorandum to J. Sazant regarding same (0.10); Review Motion regarding Payroll Contract, etc. (0.20); Memorandum to J. Sazant regarding same (0.10); Review FTX Settlement Motion (0.30); Memorandum to J. Sazant regarding same (0.10); Review ██████████ memorandum regarding FTX (0.10); Memorandum to ██████████ regarding same (0.10); Review memorandum regarding ██████████ (0.10); Memorandum to J. Sazant regarding same (0.10); Prepare for and attend mediation (8.10); Teleconference with J. Sazant regarding Final meetings (0.30); Memorandum to P. Abelson regarding same (0.10); Teleconference with P. Abelson regarding same (0.30); Revise draft ██████████ reply (0.20); Review Litan memorandum regarding FTX presentation (0.10); memorandum Litan regarding same (0.10).	10.70
17 Aug 2023	JS	Attend mediation	8.70
17 Aug 2023	JS	Return travel from mediation in NYC	5.00
18 Aug 2023	BSR	Review S. O'Neal memorandum regarding mediation meeting (0.10); Memorandum to S. O'Neal regarding same (0.10); Teleconference with P. Abelson regarding ██████████ memorandum (0.30); Review same (0.10); Teleconference with Lieberman regarding same (0.20); Memorandum to S. Lieberman regarding same (0.10); Teleconference with M. Silverman regarding same (0.30); Review Abelson memorandum regarding Advisor call (0.10); Memorandum to Abelson regarding same (0.10); Review correspondence regarding same (0.20); Conference call with ██████████ team (0.50).	2.10
18 Aug 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.50
19 Aug 2023	BSR	Review pleadings (0.60); Review draft update (0.20).	0.80
20 Aug 2023	BSR	Review correspondence regarding distribution rates (0.40).	0.40
21 Aug 2023	BSR	Conference call with SteerCo. regarding scenarios/FTX, etc. (0.90); Conference call with W&C, et al., regarding Recovery Model Mechanics (0.80); Review ██████████ memorandum regarding Fair Deal (0.20); Memorandum to J. Sazant regarding same (0.10); Review J. Sazant memorandum regarding same (0.10); Review ██████████ memorandum regarding FTX (0.20); Memorandum to ██████████ regarding same (0.20).	2.50
21 Aug 2023	MRV	Weekly call with steering committee.	0.40
22 Aug 2023	BSR	Prepare for and attend conference call with Cleary, et al., regarding open issues, Negotiations, etc (2.90); Conference call with Hughes Hubbard regarding same (0.60); Conference call with ██████████, et al., regarding Fair Deal (0.50); Teleconference with ██████████ regarding scenarios (0.30); Teleconference with ██████████ regarding SteerCo/Secnarios (0.50).	4.80
22 Aug 2023	MRV	Call with creditor, B. Rosen, and J. Sazant.	0.60
23 Aug 2023	BSR	Review ██████████ memorandum regarding FTX Presentation (0.10); Memorandum to ██████████ regarding same (0.10); Memorandum to S.	2.00

Client Name Committee of Facility B Lenders (8730)
 Matter Name Debt Restructuring (0001)

Invoice Date 19 Sep 2023
 Invoice Number 21204677

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		O'Neal regarding same (0.20); Teleconference with J. VanLare regarding same (0.20); memorandum to SteerCo regarding FTX Presentation (0.10); Review Minott memorandum regarding Settlement Agreement and Term Sheet (0.10); Review attachments (0.90); Review L. Barefoot memorandum regarding reservation (0.30).	
23 Aug 2023	ESG	Check docket for pleadings relevant to claims per C. Palacios.	0.10
24 Aug 2023	BSR	Conference call with Cleary, et al. regarding open issues scenarios (1.40); SteerCo conference call/meeting regarding same (0.80); Review ██████ memorandum regarding scenario changes (0.10); Memorandum to ██████ regarding same (0.10); Review A. Parra Creste memorandum regarding Group call (0.10); memorandum to A. Parra Creste regarding same (0.10); Memorandum to SteerCo regarding FTX (0.10); Teleconference with anLare regarding same (0.20); Review O'Neal memorandum regarding extension (0.10); Memorandum to O'Neal regarding same (0.10); Review draft Downpayment Agreement (0.40); Memorandum to J. Sazant regarding same (0.10); Memorandum to ██████ regarding update (0.10); Memorandum to O'Neal regarding 3AC Discovery Schedule (0.10); Review O'Neal memorandum regarding same (0.10); Review and revise 3AC language (0.30).	4.20
24 Aug 2023	MRV	Weekly call with steering committee.	1.20
25 Aug 2023	BSR	Teleconference with P. Abelson regarding status/Scenarios (0.30); Conference call with Cleary, et al. regarding Moelis/A&M (1.30); Review memorandum regarding Kroll Data Breach (0.10); Teleconference with J. Sazant regarding same (0.20); Review HL Materials (0.70).	2.60
26 Aug 2023	BSR	Review ██████ memorandum regarding update (0.10); Review ██████ regarding same (0.10); Review draft settlement agreement regarding DCG (1.10); Review draft credit Term Sheet (0.90).	2.20
27 Aug 2023	BSR	Memorandum to B. Geer regarding call (.10); Review O'Neal Memorandum regarding Disclosure materials (0.10); Review same (0.40); Review Abelson memorandum regarding HL slides (0.10); Memorandum to Abelson regarding same (0.10); Review Blaustein memorandum regarding Kroll Breach/Genesis (0.10); Memorandum to Blaustein regarding same (0.10); Memorandum to Cleary regarding calls (0.10); Review O'Neal memorandum regarding same (0.10); Teleconference with Abelson regarding scenarios (0.30); Memorandum to Abelson regarding same (0.30); Memorandum to ██████ regarding update (0.30); Memorandum to O'Neal regarding update (0.30); Conference call with ██████ regarding DCG / Scenarios (0.50); Memorandum to ██████ regarding call (0.10).	3.00
28 Aug 2023	BSR	Conference cll with SteerCo members regarding DCG/etc (0.50); 2nd conference call with SteerCo members regarding same (0.40); Review and revise draft disclosure materials (0.40); Teleconference with J. Sazant regarding same (0.20); Teleconference with P. Abelson regarding same (0.30); Conference call with Cleary, et al., regarding same (0.40); Conference call with SteerCo regarding update (0.70); Conference call with Cleary, W&C et al., regarding scenario update (0.40); Teleconference with P. Abelson regarding same (0.30); Conference call with ██████, et al. regarding UCC, etc. (0.50); Teleconference with ██████ regarding same (0.40); Conference call with HH regarding update (0.50); Review S. O'Neal memorandum regarding disclosure comments (0.10); Memorandum	6.20

Client Name Committee of Facility B Lenders (8730)
 Matter Name Debt Restructuring (0001)

Invoice Date 19 Sep 2023
 Invoice Number 21204677

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		to S. O'Neal regarding same (0.10); Memorandum to P. Abelson regarding FTX Analysis (0.10); Review same (0.20); Memorandum to HH regarding call (0.10); Memorandum to [REDACTED], regarding UCC position (0.10); Memorandum to J. Sazant regarding objections (0.10); Memorandum to P. Abelson regarding UCC position (0.10); Review P. Abelson memorandum regarding same (0.10); Review K. Aulet memorandum regarding call (0.10); Memorandum to K. Aulet regarding same (0.10).	
29 Aug 2023	BSR	Review [REDACTED] memorandum regarding update (0.10); Memorandum to [REDACTED] regarding same (0.10); Memorandum to J. Sazant regarding Acrons (0.20); Conference call with K. Aulet, et al., (0.40); Memorandum to J. Sazant regarding objections (0.10); Teleconference with J. Sazant regarding same (0.20); Review and revise public statement response (0.70); Review and revise status update (0.30); Teleconference with [REDACTED] (0.30); Conference call with [REDACTED] regarding update (0.40).	2.80
29 Aug 2023	MRV	Review status update and statement regarding plan.	0.40
29 Aug 2023	ESG	Assist with filing statement per J. Sazant.	2.20
29 Aug 2023	ESG	Pull pleadings and distribute to team per J. Sazant and register attorneys for upcoming hearings .	0.20
29 Aug 2023	IVG	Downloaded entries and documents from online, Docketed and Calendared Entries. E-mailed the information to the attorneys, and entered the information onto the docket.	0.50
30 Aug 2023	BSR	Review Frelinghuysen memorandum regarding settlement (0.10); Memorandum to Frelinghuysen regarding same (0.10); Teleconference with Frelinghuysen regarding exclusivity objection (0.20); Review and revise exclusivity objection (1.10); Memorandum to J. Sazant regarding same (0.20); Further revisions regarding same (0.40); Review creditor/lane submission (0.10); Memorandum to J. Sazant regarding same (0.10); Review K. Aulet memorandum regarding exclusivity (0.10); Memorandum to Aulet regarding same (0.10); Memorandum to J. Sazant regarding status update (0.10); Review [REDACTED] memorandum regarding objection (0.10); Memorandum to [REDACTED] regarding same (0.10); Memorandum to H. Partz regarding AHG position (0.10); Review report (0.20); Memorandum to J. Sazant regarding same (0.10).	3.20
30 Aug 2023	ESG	Assist with filing objection per J. Sazant.	0.30
31 Aug 2023	BSR	Review and revise draft objection to FTX settlement motion (0.40); Teleconference with Sazant regarding same (0.10); Memorandum to Sazant regarding STN letter (0.10); Conference call with [REDACTED] and [REDACTED] regarding Fair Deal Group (0.30); SteerCo Conference call regarding update (0.70); Second Conference call with [REDACTED] regarding FDG (0.40); Review correspondence from AHG members regarding positions (0.30).	2.30
31 Aug 2023	JS	Draft FTX Objection; meet with creditors; draft letter to special committee	6.60
31 Aug 2023	MRV	Review recent ad hoc group filings and status updates.	0.50
31 Aug 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.30
31 Aug 2023	ESG	Assist with filing objection per J. Sazant.	0.40

Client Name Committee of Facility B Lenders (87301)
 Matter Name Debt Restructuring (0001)

Invoice Date 19 Sep 2023
 Invoice Number 21204677

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees Amount</u>
<u>Partner</u>			
Indelicato, Vincent	1.00	1,625.00	1,625.00
Rosen, Brian S.	90.90	1,950.00	177,255.00
Total Partner	91.90		\$ 178,880.00
<u>Associate</u>			
Sazant, Jordan	57.20	1,275.00	72,930.00
Volin, Megan R.	9.20	1,215.00	11,178.00
Total Associate	66.40		\$ 84,108.00
<u>Paralegal</u>			
Gaspar, Ella S.	6.90	340.00	2,346.00
Total Paralegal	6.90		\$ 2,346.00
<u>Litigation Support</u>			
Gillard-Moore, III-Llya V.	0.50	315.00	157.50
Total Litigation Support	0.50		\$ 157.50
Professional Fees	165.70		\$ 265,491.50
Total Billed			\$ 265,491.50



Proskauer Rose LLP Eleven Times Square, New York, NY 10036-8299

Remittance Advice

Federal ID: 13-1840454

Genesis Global Capital, LLC
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006

Invoice: 21204677
Invoice Date: 19 Sep 2023
Client Matter ID: 87301.0001

Attn: Sean O'Neal

Remit To:
Proskauer Rose LLP
Eleven Times Square
New York, NY 10036-8299
ATTN: Accounts Receivable

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001

Total Due This Invoice **\$ 265,491.50**

Total Outstanding for Matter **\$ 10,679,217.87**

Outstanding Invoices

<u>Date</u>	<u>Invoice</u>	<u>Total</u>	<u>Credits Applied</u>	<u>Remaining Balance</u>
28 Feb 2023	21163173	892,660.90	0.00	892,660.90
29 Mar 2023	21172181	599,210.76	0.00	599,210.76
26 Apr 2023	21178142	500,505.13	0.00	500,505.13
22 May 2023	21183447	272,087.08	0.00	272,087.08
25 Jul 2023	21194983	989,906.68	0.00	989,906.68
29 Aug 2023	21203533	240,841.41	0.00	240,841.41
Total Outstanding				\$ 3,760,703.46

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001



Proskauer Rose LLP Eleven Times Square, New York, NY 10036-8299

Federal ID: 13-1840454

Genesis Global Capital, LLC
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006

Invoice: 21215363
Invoice Date: 16 Oct 2023
Client Matter ID: 87301.0001

Attn: Sean O'Neal

RE: Debt Restructuring

For legal services rendered for the period ending September 30, 2023 as set forth in this invoice.

Fees Billed	\$ 946,861.00
Disbursements Billed	\$ 17,453.12
Total Due This Invoice	\$ 964,314.12

Outstanding Invoices

<u>Date</u>	<u>Invoice</u>	<u>Total</u>	<u>Credits Applied</u>	<u>Remaining Balance</u>
28 Feb 2023	21163173	892,660.90	0.00	892,660.90
29 Mar 2023	21172181	599,210.76	0.00	599,210.76
26 Apr 2023	21178142	500,505.13	0.00	500,505.13
22 May 2023	21183447	272,087.08	0.00	272,087.08
25 Jul 2023	21194983	989,906.68	0.00	989,906.68
29 Aug 2023	21203533	240,841.41	0.00	240,841.41
19 Sep 2023	21204677	265,491.50	0.00	265,491.50
Total Outstanding				\$ 4,725,017.58

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001

We do not change our bank account details. Do not reply to or act upon any email you receive purporting to advise you that our bank account details have changed. Please telephone your contact at our office before transferring any funds.

Client Name Committee of Facility B Lenders (87301)
Matter Name Debt Restructuring (0001)

Invoice Date 16 Oct 2023
Invoice Number 21215363

Description of Services Rendered

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
04 Aug 2023	JS	Meeting with SteerCo and HL re: distribution mechanics; edit distribution mechanics ideas chart; correspondence with B. Rosen and HL re: same; draft case status update for clients	5.30
05 Aug 2023	JS	Review HL distribution mechanics presentation; correspondence with B. Rosen and SteerCo	0.70
08 Aug 2023	JS	Review claim settlement agreements; correspondence with B. Rosen and M. Volin re: same; correspondence with SteerCo	2.80
09 Aug 2023	JS	Meeting with creditors; correspondence with B. Rosen and Cleary re: mediation	1.00
10 Aug 2023	JS	Attend SteerCo meeting; research re: similar crypto cases	2.70
11 Aug 2023	JS	Edit FTX Settlement Agreement; correspondence with B. Rosen re: same; correspondence with B. Rosen and UCC re: distribution mechanics	4.60
12 Aug 2023	JS	Meeting with B. Rosen and UCC re: distribution mechanics; emails with B. Rosen and SteerCo re: same	1.40
13 Aug 2023	JS	Review other crypto cases and prepare comparison chart; meeting with SteerCo; correspondence with B. Rosen and SteerCo re: distribution mechanics	5.20
14 Aug 2023	JS	Draft DS Objections chart; edit crypto case comparison chart; meeting with SteerCo and UCC re: distribution mechanics; emails re: same	3.20
15 Aug 2023	JS	Meeting with AHG re: case status update; meeting with UCC re: distribution mechanics; correspondence with B. Rosen and SteerCo re: distribution mechanics; coordinate with debtors re: mediation	2.90
18 Aug 2023	JS	Correspondence with UCC and debtors re: distribution mechanics; creditor communications	1.80
21 Aug 2023	JS	Meeting with UCC re: distribution model; correspondence with creditors re: case status and creditor questions	1.40
22 Aug 2023	JS	Meeting with creditors re: creditor inquiries; correspondence with SteerCo re: FTX Settlement; meeting with Gemini re: distribution mechanics	1.80
28 Aug 2023	JS	Meetings (multiple) with B. Rosen and SteerCo re: mediation; meeting with B. Rosen, Cleary, and W&C re: blow out materials; review and edit blow out materials; correspondence with B. Rosen, Cleary, W&C, and Brown Rudnick re: FDG	6.70
29 Aug 2023	JS	Draft objection to exclusivity extension; draft statement in opposition to Agreement in Principle; meetings with B. Rosen and Brown Rudnick re: mediation termination; meeting with B. Rosen and SteerCo re: case status; draft status update for Ad Hoc Group; correspondence re: same	11.40
30 Aug 2023	JS	Draft objection to FTX Settlement; edit objection to exclusivity extension; file same; correspondence with B. Rosen, clients, FDG, and Hughes Hubbard re: same	7.40

Client Name Committee of Facility B Lenders (87301)
 Matter Name Debt Restructuring (0001)

Invoice Date 16 Oct 2023
 Invoice Number 21215363

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
01 Sep 2023	BSR	Review Brown Rudnick 2019 (0.10); Memorandum to J. Sazant regarding same (0.10); Review and revise STN letter (0.20); Memorandum to J. Sazant regarding same (0.10); Review J. Sazant memorandum regarding FTX hearing (0.10); Memorandum to J. Sazant regarding same (0.10); Review draft Discovery Requests (0.20); Memorandum to J. Sazant regarding same (0.10); Teleconference with [REDACTED] regarding update (0.10); Conference call with [REDACTED] regarding same (0.40).	1.50
01 Sep 2023	CJH	Submit bankruptcy filings per J. Sazant.	1.10
01 Sep 2023	ERS	Call with J. Sazant relating to depositions and RFPs (0.20); Draft deposition notice (0.20); E-mail same to J. Sazant (0.10).	0.50
01 Sep 2023	JS	Draft document requests to Debtors and UCC; draft notice of deposition; correspondence with B. Rosen, E. Stevens, and Cleary re: same; edit letter to Debtors re: turnover actions; send same to Debtors	4.70
02 Sep 2023	BSR	Teleconference with S. O'Neal regarding update (0.30); Memorandum to J. Sazant regarding Discovery Status (0.10); Review J. Sazant memorandum regarding same (0.10); Review O'Neal memorandum regarding STN (0.20); Review J. Sazant memorandum regarding same (0.10).	0.80
03 Sep 2023	BSR	Review S. O'Neal memorandum regarding Brown Rudnick/AHG members (0.10); Memorandum to O'Neal regarding same (0.10); Review [REDACTED] memorandum regarding proposal (0.20); Review O'Neal memorandum regarding AHG (0.10); Memorandum to S. O'Neal regarding same (0.20); Review [REDACTED] memorandum regarding proposal (0.10); Review [REDACTED] memorandum regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10).	1.00
03 Sep 2023	JS	Correspondence with B. Rosen, debtors, and SteerCo re: case status	0.30
04 Sep 2023	BSR	Conference call with Abelson and O'Neal regarding update (0.40); Review correspondence regarding FTX discovery (0.30); Memorandum to [REDACTED] regarding status (0.30); Review UST memorandum regarding FTX (0.10); Memorandum to UST regarding same (0.10); Review [REDACTED] memorandum regarding update (0.10); Memorandum to [REDACTED] regarding same (0.10).	1.40
04 Sep 2023	JS	Correspondence with B. Rosen and SteerCo re: case status update; emails with UST and Brown Rudnick re: deposition	0.50
05 Sep 2023	BSR	Teleconference with Kevin Aulet regarding exclusivity, etc. (0.40); Teleconference with S. O'Neal regarding same meeting (0.20); Conference call with [REDACTED] regarding same (0.50); Teleconference with J. Sazant regarding Hearing, etc (0.30); Teleconference with K. Aulet regarding Brown Rudnick approach (0.20); Memorandum to S. O'Neal regarding same (0.10); Memorandum to [REDACTED] regarding update (0.20).	1.90
05 Sep 2023	ESG	Check docket for pleadings related to client's claim.	0.10
05 Sep 2023	ESG	Pull pleadings and distribute to team per J. Sazant and register attorneys for upcoming hearings.	0.40
05 Sep 2023	JS	Meeting with creditors re: case status update	1.50

Client Name Committee of Facility B Lenders (87307)
 Matter Name Debt Restructuring (0001)

Invoice Date 16 Oct 2023
 Invoice Number 21215363

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
06 Sep 2023	BSR	Teleconference with S. O'Neal regarding update (0.30); Teleconference with J. Sazant regarding Group call (0.20); Conference call with AHG regarding update (1.00); Teleconference with [REDACTED] regarding same (0.30); Teleconference with [REDACTED] regarding same (0.40); Teleconference with J. Sazant regarding Hearing (0.40); Memorandum to J. Massey regarding Discovery response (0.10); Review J. Massey memorandum regarding same (0.10); Review Discovery response (0.10); Teleconference with J. Sazant regarding same (0.10).	3.00
06 Sep 2023	JS	Prep for hearing; argue at hearing; meeting with AHG re: status update; correspondence with debtors re: hearing follow up; correspondence with debtors re: discovery	6.20
07 Sep 2023	BSR	SteerCo update call regarding approach (0.70); Conference call with [REDACTED] regarding same (0.40); Conference call with Abelson, O'Neal, et al., regarding same (0.60); Teleconference with J. Sazant regarding Discovery issues (0.30); Teleconference with J. Sazant regarding Motion/Investigation (0.20); Teleconference with K. Aulet regarding update (0.10); Review [REDACTED] memorandum regarding DCG changes (0.10); memorandum to [REDACTED] regarding same (0.10).	2.50
07 Sep 2023	JS	Meet and confer with Debtors re: document requests; SteerCo meeting; meeting with B. Rosen and Cleary re: case status; correspondence with B. Rosen and P. Doyle re: deposition and discovery; correspondence with creditors	3.40
07 Sep 2023	LAA	Review draft Equity and Asset Purchase Agreement.	1.10
07 Sep 2023	LSK	Attention to emails and EPA	0.30
07 Sep 2023	MRV	Weekly call with steering committee.	0.70
07 Sep 2023	PDD	Review court filings and objections (3.90); communications re: strategy and tactics to review documents and take deposition (1.70).	5.60
07 Sep 2023	YT	Review revised docs; emails re: same	0.30
08 Sep 2023	BSR	Teleconference with R. Aulet regarding update/Process/Activity (0.40); Teleconference with J. Sazant regarding investigation motion (0.20); Teleconference with J. Sazant regarding Discovery status (0.20); Memorandum to O'Neal regarding SteerCo/Spec Comm call (0.10); Review O'Neal memorandum regarding same (0.10); Memorandum to SteerCo regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Conference call with [REDACTED] regarding update (0.30).	1.50
08 Sep 2023	CHK	Meeting with Proskauer team re document review and depo.	0.60
08 Sep 2023	CHK	Review case filings; e-mails and supervision re document production	3.40
08 Sep 2023	DSF	Assist with Islim deposition logistics; calls with G. Sanchez-Tavarez re same; correspond with Proskauer team re same.	3.60
08 Sep 2023	ESG	Assist with filing amended notice of deposition per J. Sazant.	0.50
08 Sep 2023	ESG	Pull pleadings and distribute to team per J. Sazant	0.20
08 Sep 2023	GGs	Telephone conference with J. Sazant, P. Doyle, W. Dalsen and team regarding deposition of Derar Islim; reviewed background materials in preparation for deposition; emails to and from team regarding document review; begin drafting deposition outline.	7.50
08 Sep 2023	IDA	Meeting with team to discuss case team and document review project	0.90

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
08 Sep 2023	ILA	Coordinate/organize obtaining and loading new data for case team review and review deliverables for metrics	0.70
08 Sep 2023	JK	Attend discovery and deposition teach-in meeting (.7); review materials in preparation for document review (1.8)	2.50
08 Sep 2023	JK	Create document discovery workspace and apply security to allow user access; import electronic production document sets to discovery database for attorney review per W. Dalsen.	2.10
08 Sep 2023	JS	Meeting with Proskauer litigation attorneys re: deposition	1.20
08 Sep 2023	LAA	Review draft Equity and Asset Purchase Agreement.	0.50
08 Sep 2023	LSK	Attention to emails and purchase agreement	0.60
08 Sep 2023	MRR	Meeting to discuss Genesis document review.	0.90
08 Sep 2023	PDD	Review court filings and key documents (6.20); prepare for and participate in conf call re: Deposition and Discovery Teach In (1.60).	7.80
08 Sep 2023	SAC	Review pleadings, create saved searches isolating documents for review and correspond with W. Dalsen and C. Kroll regarding document review issues.	1.20
08 Sep 2023	WDD	Correspondence with G. Sanchez Tavarez regarding new matter; Correspondence with C. Kroll regarding document review; Review document review protocol; Call with G. Sanchez Tavarez regarding deposition outline; Call with team regarding case overview and next steps.	3.70
08 Sep 2023	YT	Review revised docs;	1.20
09 Sep 2023	BSR	Review Shell Motion regarding Investigation (0.30); Review J. Sazant memorandum regarding same (0.10).	0.40
09 Sep 2023	CHK	Draft document review protocol; email re same.	0.90
09 Sep 2023	DRG	Read document review protocol for Genesis document review assignment.	0.10
09 Sep 2023	GGs	Continue working on deposition outline.	6.00
09 Sep 2023	IDA	Conducted document review of FTX productions	1.50
09 Sep 2023	ILA	Create new users and credentials for Relativity and provide accordingly	0.40
09 Sep 2023	JK	Conduct document review	3.00
09 Sep 2023	JK	Customize coding panel and create document review batches in discovery database in preparation for attorney review per C. Kroll.	0.50
09 Sep 2023	JS	Draft examiner motion; correspondence with B. Rosen re: same; correspondence with litigation team re: discovery	1.60
09 Sep 2023	MRR	Reviewing doc review protocol, objection motion, and other related materials to prepare for doc review.	0.60
09 Sep 2023	MRR	Reviewing documents on Relativity.	1.90
09 Sep 2023	PDD	Review key documents and outline topics for depositions.	7.60
09 Sep 2023	SAC	Revise document review panel and correspond with C. Kroll and W. Dalsen regarding the same.	1.00
09 Sep 2023	WDD	Revise draft deposition outline; Correspondence with G. Sanchez Tavarez regarding deposition outline.	1.80
09 Sep 2023	YT	Review revised docs; commenst to same	3.30

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
10 Sep 2023	BSR	Memorandum to S. O'Neal regarding special Comm call (0.10); Teleconference with [REDACTED] regarding update/FDG (0.50); Revise draft motion regarding investigation (0.20); Memorandum to J. Sazant regarding same (0.10); Review J. Sazant memorandum regarding same (0.10); Review [REDACTED] memorandum regarding call (0.10); Memorandum to [REDACTED] regarding same (0.10).	1.20
10 Sep 2023	CHK	Analysis of document production; e-mail re same.	4.40
10 Sep 2023	DRG	Document review of four batches for Genesis assignment.	4.30
10 Sep 2023	DSF	Review background materials and prepare list of acronyms per G. Sanchez-Tavarez.	1.30
10 Sep 2023	GGG	Continue working on deposition outline.	5.00
10 Sep 2023	IDA	Conducted document review of FTX productions	3.60
10 Sep 2023	JK	Conduct document review	3.30
10 Sep 2023	JK	Replace electronic document production set in discovery database per C. Kroll.	0.70
10 Sep 2023	JS	Draft examiner motion; correspondence with litigation team re: discovery	2.50
10 Sep 2023	MRR	Reviewing documents on Relativity.	5.50
10 Sep 2023	PDD	Review key documents and outline topics for depositions.	8.80
10 Sep 2023	WDD	Revise draft deposition outline; Correspondence with G. Sanchez Tavarez regarding revised outline.	2.10
11 Sep 2023	BSR	Teleconference with J. Sazant regarding motion/investigation (0.20); Review Pleadings (0.30).	0.50
11 Sep 2023	CHK	Analysis of document production; e-mail re same	1.10
11 Sep 2023	DSF	Assist with deposition logistics (1.80); correspond with Proskauer team re same (0.20); pull key documents' families per G. Sanchez-Tavarez(1.70); correspond with G. Sanchez-Tavarez re exhibit binders (0.30).	4.00
11 Sep 2023	ESG	Maintain docket calendar and register attorneys for upcoming hearings.	0.20
11 Sep 2023	GGG	Review documents produced by Genesis Debtors.	8.70
11 Sep 2023	IDA	Meetings with G. Sanchez Tavarez & M. Richard regarding drafting deposition outline modules on FTX claims and Genesis claims	5.40
11 Sep 2023	JK	Apply security to allow D. Freedline access to document discovery database per G. Sanchez Tavarez.	0.10
11 Sep 2023	JS	Edit deposition outline; correspondence with deposition team re: deposition	3.40
11 Sep 2023	LAA	Review Purchase Agreement and prepare comments for Cleary.	1.20
11 Sep 2023	MRR	Editing deposition module for the Alameda loan repayment section.	2.10
11 Sep 2023	MRR	Editing deposition module.	2.20
11 Sep 2023	MRR	Meeting with G. Sanchez Tavarez and I. Anderson to discuss deposition modules.	0.80
11 Sep 2023	MRR	Meeting with G. Tavarez Sanchez to discuss drafting deposition module.	0.60

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
11 Sep 2023	PDD	Review key documents to prepare for deposition (7.20); review discovery issues and legal research (2.30).	9.50
11 Sep 2023	SAC	Create saved searches isolating documents for deposition preparation and correspond with C. Kroll and W. Dalsen regarding the same.	1.80
11 Sep 2023	WDD	Correspondence with team regarding upcoming deposition and hearing, and next steps.	0.50
12 Sep 2023	CHK	Document review	0.40
12 Sep 2023	DSF	Pull and prepare deposition exhibit binders (4.80); assist with deposition logistics (3.20); call with G. Sanchez-Tavarez re same (0.20); meeting with same re depo outline (2.00); review and revise deposition outline (0.50).	10.70
12 Sep 2023	ESG	Pull pleadings and distribute to team per J. Sazant and maintain docket calendar.	0.10
12 Sep 2023	ESG	Pull voluntary stay in adversary proceeding per J. Sazant.	0.10
12 Sep 2023	GGG	Finalize review of documents produced; continue drafting deposition outline; travel to NYC.	15.20
12 Sep 2023	IDA	Drafted deposition outline questions based on key documents; meetings with G. Sanchez Tavarez & M. Richard to integrate questions into master deposition outline and to review deposition outline	3.70
12 Sep 2023	JK	Import electronic production documents to discovery database for attorney review per C. Kroll.	0.40
12 Sep 2023	JS	Draft examiner motion; edit deposition outline; correspondence with litigation team re: discovery and deposition; meeting with B. Rosen and FDG re: collaboration; meeting with SteerCo; creditor communications	13.60
12 Sep 2023	LAA	Email to J. Sazant re: Purchase Agreement comments.	0.30
12 Sep 2023	MRR	Editing document modules for the deposition outline and meeting with G. Sanchez-Tavarez to do a read through the deposition outline and make necessary edits.	3.50
12 Sep 2023	MRR	Editing document modules for the deposition outline.	2.30
12 Sep 2023	MRR	Meeting with G. Sanchez Tavarez and Isaiah Anderson to discuss deposition outline.	0.70
12 Sep 2023	PDD	Review discovery disputes and key documents (4.70); prepare for deposition, review outline and exhibits (6.20).	10.90
12 Sep 2023	SAC	Create saved search isolating requested document and correspond with D. Freedline regarding the same.	0.20
12 Sep 2023	WDD	Correspondence with G. Sanchez Tavarez regarding deposition preparation; Review revised deposition outline.	2.10
12 Sep 2023	YT	Finalize issues list with LA	0.20

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13 Sep 2023	BSR	Teleconference with J. Sazant regarding FTX Depo (0.20); Conference call regarding P. Doyle et al., regarding same (0.50); Teleconference with S. O'Neal regarding same, etc. (0.40); Memorandum to J. Sazant regarding motion prep (0.10); Review and revise same (0.80); Review Doyle memorandum regarding Special Communication Deposition (0.10); Memorandum to P. Doyle regarding same (0.10); Review ██████████ memorandum regarding SteerCo Call (0.10); Memorandum to ██████████ regarding same (0.10); Review Notice regarding stay (0.30); Review ██████████ memorandum regarding same (0.10); memorandum to ██████████ an regarding same (0.10); Review and revise status update (0.30); Memorandum to J. Sazant regarding same (0.10); Review P. Doyle memorandum regarding Cross (0.10); Memorandum to P. Doyle regarding same (0.10); Teleconference with S. O'Neal regarding Spec. Comm Meeting (0.20).	3.70
13 Sep 2023	DSF	Assist with deposition logistics (3.70); attend Islim deposition (6.00); review and designate transcript (2.60); call with M. Richard re same (0.20).	12.50
13 Sep 2023	EAS	Assist with deposition logistics per D. Freedline.	0.10
13 Sep 2023	GGs	Prep for deposition of Derar Islim; take deposition of D. Islim; Debrief deposition; initial draft of designations.	10.50
13 Sep 2023	IDA	Attended Islim deposition remotely	2.30
13 Sep 2023	JK	Import electronic production document to discovery database for attorney review per C. Kroll.	0.30
13 Sep 2023	JS	Attend deposition; debrief with deposition team; correspondence re: hearing prep; edit examiner motion	10.80
13 Sep 2023	MRR	Meeting with G. Sanchez-Tavarez to discuss the deposition designations.	0.30
13 Sep 2023	MRR	Reviewing the deposition for designations.	1.40
13 Sep 2023	MRV	Review J. Sazant update to ad hoc group and recent filings.	0.40
13 Sep 2023	PDD	Prepare for and attend deposition (6.30); conduct meet and confer on discovery disputes and outline follow-up for motion to compel (4.30).	10.60
13 Sep 2023	WDD	Attend deposition of Genesis CEO; Team meeting following deposition of Genesis CEO; Correspondence with M. Mervis re ██████████ ██████████ Review proposed deposition designations.	8.50
14 Sep 2023	BSR	Teleconference with ██████████ regarding SteerCo Meeting (0.10); Memorandum to ██████████ regarding same (0.10); Memorandum to ██████████ h regarding same (0.10); Review S. O'Neal memorandum regarding catch-up (0.10); Memorandum to S. O'Neal regarding same (0.10); memorandum to SteerCo regarding meeting schedule (0.20); Memorandum to P. Abelson regarding same (0.10); Review ██████████ memorandum regarding same (0.20); memorandum to ██████████ regarding same (0.10); Review ██████████ memorandum regarding meeting (0.10); Memorandum to ██████████ regarding same (0.10); SteerCo call regarding update (0.80); Conference call with S. O'Neal and Abelson regarding update (0.50); Teleconference with K. Aulte regarding SteerCo (0.30);	2.90
14 Sep 2023	CHK	Draft motion to compel; related legal research and e-mails	9.80

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
14 Sep 2023	DSF	Pull exhibits from Cleary's exhibit list (1.60); assist with shared drive file organization (0.30); correspond with J. Sazant re court reporter (0.10).	2.00
14 Sep 2023	ESG	Register attorneys for upcoming hearings per J. Sazant.	0.30
14 Sep 2023	GGG	Deposition designation; research on common interest privilege; finalize exhibit list.	3.70
14 Sep 2023	IDA	Circulated research on common interest privilege under NY law to team in preparation for draft motion to compel	0.30
14 Sep 2023	JS	Edit deposition transcript and other litigation documents; correspondence with litigation team and Cleary re: same; edit examiner motion; meeting with SteerCo	6.20
14 Sep 2023	MRR	Researching authority in the SDNY/SDNY Bankruptcy Court on [REDACTED]	1.20
14 Sep 2023	MRR	Researching the authority [REDACTED] [REDACTED] researching [REDACTED] [REDACTED] Additionally, meeting with W. Dalsen and C. Kroll to discuss the above mentioned research.	5.50
14 Sep 2023	MRV	Weekly call with steering committee.	0.70
14 Sep 2023	PDD	Review key documents and outline strategy for cross of Islim (4.20); review legal research and outline issues on motion to compel documents on privilege log and email court for conference re: same (6.00).	10.20
14 Sep 2023	WDD	Review depo designations; Review correspondence from Debtors' counsel regarding hearing; Begin drafting cross-examination outline.	3.00
15 Sep 2023	AB	Review draft term sheet; call regarding first and second lien loan terms.	1.30
15 Sep 2023	BSR	Office conference with A. Bettwy regarding Debt Term sheet (0.20); Conference call with J. Sazant, Bettwy and M. An regarding same (0.50); Review latest versions of Term Sheet (0.70); Review B. Geer memorandum regarding Scenarios (0.40); Memorandum to B. Geer regarding same (0.10); Review K. Aulet memorandum regarding SteerCo (0.10); Memorandum to K. Aulet regarding same (0.10); Teleconference with [REDACTED] regarding same (0.10); Teleconference with K. Aulet regarding same (0.30); Review [REDACTED] Memorandum regarding meeting (0.10); Memorandum to [REDACTED] regarding same (0.10); Memorandum to SteerCo with Scenarios (0.10).	2.80
15 Sep 2023	CHK	Attend conference re withheld documents	1.40
15 Sep 2023	CHK	Meetings re Motion to Compel conference and hearing	0.80
15 Sep 2023	CHK	Revise Motion to compel Debtors	2.50
15 Sep 2023	DSF	Assist with hearing logistics (5.00); calls with G. Sanchez-Tavarez re same (0.30).	5.30
15 Sep 2023	ESG	File documents per J. Sazant.	0.20
15 Sep 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.40

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
15 Sep 2023	JS	Meeting with P. Doyle, W. Dalsen, and G. Sanchez Tavarez re: status conference; attend status conference; review memo re: privilege issues; prepare closing argument re: FTX settlement	5.70
15 Sep 2023	MMA	Review revised term sheet and other materials; correspondence with A. Bettwy, B. Rosen and J. Sazant regarding the same.	2.40
15 Sep 2023	NKO	Assist D. Freedline with question regarding Judge Lane chambers and ecourt appearances and related research.	1.00
15 Sep 2023	PDD	Prepare for and lead representation on court hearing on discovery dispute (3.60); review and revise court filing re: same (4.80); prepare for court hearing and cross of Islim (3.40).	11.80
15 Sep 2023	WDD	Preparation for discovery hearing; Attend discovery hearing; Work on cross-examination outline.	5.00
16 Sep 2023	BSR	Review O'Neal Memorandum regarding Spec Comm Meeting (0.10); Memorandum to S. O'Neal regarding same (0.10); Review correspondence regarding FTX hearing (0.40); Review and revise motion regarding investigation (1.40); Review ██████████ memorandum regarding scenarios (0.30); Review ██████████ memorandum regarding same (0.30); Review ██████████ memorandum regarding same (0.20); Review B. Geer memorandum regarding same (0.10); Review updated scenarios (0.60).	3.50
16 Sep 2023	DSF	Prepare exhibit binders for settlement hearing (1.20); correspond with W. Dalsen and G. Sanchez-Tavarez re same (0.20); assist with settlement hearing logistics (0.40)	1.80
16 Sep 2023	IDA	Researched case law regarding challenges to use of privilege as sword and shield; sent findings to W. Dalsen for review	2.70
16 Sep 2023	MMA	Review revised term sheet and other materials.	1.00
16 Sep 2023	PDD	Review key documents and topics for Islim cross (5.80); communications with W. Dalsen and G. Sanchez-Tavarez re: strategy and tactics for court hearing (1.40); review legal issues and prepare for court hearing on motion to compel (3.60).	10.80
16 Sep 2023	WDD	Work on cross-examination outline for Islim.	6.10
17 Sep 2023	AB	Review draft term sheet; correspondence with M. An.	3.00
17 Sep 2023	BSR	Review P. Abelson memorandum regarding meeting (0.20); Memorandum to P. Abelson regarding same (0.20); Teleconference with M. Nuvelstijn regarding meeting and scenarios (0.60).	1.00
17 Sep 2023	CHK	Analysis of Debtors' response; draft outline for hearing	4.20
17 Sep 2023	DSF	Prepare exhibit binders for settlement hearing (4.50); assist with settlement hearing logistics (0.50) correspond with Proskauer team re same (0.40).	5.40
17 Sep 2023	JS	Travel to NYC for hearing	5.50
17 Sep 2023	MMA	Review revised term sheet and other materials; correspondence with A. Bettwy regarding the same.	1.00
17 Sep 2023	PDD	Prepare for court hearing, including review and revise cross-examination and privilege argument outlines (7.50); review court filings by Debtors and UCC re: privilege issues, review their cases and outline Reply arguments (6.20).	13.70

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
17 Sep 2023	WDD	Work on cross-examination outline for Islim; Travel to White Plains for hearing; Correspondence with P. Doyle and G. Sanchez Tavarez regarding hearing.	12.80
18 Sep 2023	AB	Review revised term sheet; correspondence with M. An.	1.00
18 Sep 2023	BSR	Meeting with [REDACTED] regarding Mudelo/Meeting with HL (1.00); Meeting with HL, et al., regarding same (3.10); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Office conference with J. Sazant regarding FTX Hearing (0.20); Review Abelson memorandum regarding attendance (0.10); Teleconference with B. Geer regarding same (0.10); Memorandum to Abelson regarding same (0.10); Memorandum to M. An regarding Debt Term Sheet (0.10); Review Debt Term Sheet (0.80); Review J. Sazant memorandum regarding same (0.10); Memorandum to McAnn regarding same (0.10); Review [REDACTED] memorandum regarding proposal (0.10); Memorandum to [REDACTED] regarding same (0.10).	6.10
18 Sep 2023	CHK	Review e-mails re case	0.10
18 Sep 2023	DSF	Assist with settlement hearing logistics (1.80); travel between office and courthouse (1.90); attend settlement hearing (5.00); assist with post-hearing logistics (1.90).	10.60
18 Sep 2023	JS	Argument at hearing; travel to and from hearing; meeting with SteerCo and Houlihan reL distribution mechanics; review debt term sheet markup; correspondence with creditors	10.40
18 Sep 2023	MMA	Review and revise term sheet and other materials; correspondence with A. Bettwy, B. Rosen and J. Sazant regarding the same.	5.10
18 Sep 2023	MRR	Reviewing debtor's privilege response.	0.50
18 Sep 2023	PDD	Prepare for and attend court hearing and review potential follow-up.	7.80
18 Sep 2023	WDD	Cross-examine Derar Islim; Attend 9019 hearing; Travel from White Plains to Boston.	13.80
19 Sep 2023	AB	Meeting with client regarding Genesis term sheet; review and discuss revisions with M. An.	2.30
19 Sep 2023	BSR	Conference call regarding Debt Term Sheet (0.90); SteerCo meeting regarding, DCG, Debt, etc. (4.80); Conference call with Oliver Cohen, et al regarding SteerCo (0.50); Memorandum to J. Sazant regarding [REDACTED] (0.10); Review Memorandum regarding same (0.30); Memorandum to J. Sazant regarding Engagement Letter/SteerCo (0.10); Review same (0.20); Review [REDACTED] memorandum regarding SteerCo. (0.10); Memorandum to [REDACTED] regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Review [REDACTED] memorandum regarding same (0.30); Revise Debt Term Sheet (0.60); Teleconference with M. An regarding same (0.20); Revise same (0.20).	8.80
19 Sep 2023	ESG	Maintain docket calendar and register attorneys for upcoming hearings,	0.20
19 Sep 2023	JS	Meeting with B. Rosen and debt team; meeting with B. Rosen and SteerCo; correspondence with creditors; return flight home from NYC	9.60

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
19 Sep 2023	MMA	Review and revise term sheet; review Partial Prepayment Agreement and other materials; correspondence with client, A. Bettwy, B. Rosen and J. Sazant regarding the same; prepare key terms chart.	4.80
19 Sep 2023	PDD	Review privilege and disclosure issues with proposals in camera review.	1.30
20 Sep 2023	BSR	Meeting with [REDACTED] regarding Distribution Scenarios, etc. (6.20); Memorandum to SteerCo regarding Debt Term Sheet, etc (0.20); Memorandum to J. Sazant regarding SteerCo meetings (0.10); Teleconference with B. Geer regarding Scenarios (0.30).	6.80
20 Sep 2023	DSF	Correspond with Proskauer team re transcript invoice approval.	0.30
20 Sep 2023	MMA	Correspondence regarding debt term sheet.	0.10
21 Sep 2023	AB	Review revised term sheet; correspondence.	0.50
21 Sep 2023	BSR	Conference call with HL, W&C [REDACTED] et al., regarding Scenarios (0.50); SteerCo Call regarding same (1.20); Review comments to Debt Term Sheet (0.30); Memorandum to M. An regarding same (0.10); Revise same (0.70); Memorandum to O'Neal regarding Special Comm. Call (0.10); Memorandum to M. An regarding Term Sheet (0.10); Review Amanda memorandum regarding Term Sheet/Exhibits (0.80); Memorandum to Amanda regarding same (0.10); Review O'Neal memorandum regarding agenda (0.20); Memorandum to Abelson regarding Term Sheet (0.20); Review Genesis Letter regarding FTX (0.10) Memorandum to [REDACTED] regarding term sheet (0.10); Memorandum to An regarding W&C Version (0.10); Review [REDACTED] regarding same (0.10); Memorandum to M. An regarding same (0.10); Review An memorandum regarding Term Sheet (0.10); Memorandum to An regarding same (0.10).	5.00
21 Sep 2023	JS	Meeting with SteerCo re: case status update; calls with B. Rosen re: same; review letter from debtors to Judge re FTX Settlement; correspondence with B. Rosen, P. Doyle, W. Dalsen, and G. Sanchez Tavaréz re: same; review debt term sheet; correspondence with B. Rosen, A. Bettwy, and M. An re: same	3.80
21 Sep 2023	MMA	Review and revise debt term sheet and key terms chart; correspondence with client, B. Rosen and A. Bettwy regarding the same.	3.20
21 Sep 2023	MRV	Weekly call with steering committee.	0.90

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
22 Sep 2023	BSR	Review ██████████ memorandum regarding Scenario (0.10); Teleconference with ██████████ regarding same (0.30); Memorandum to B. Geer regarding same (0.10); Review latest model (0.30); Memorandum to Geer regarding same (0.10); Memorandum to J. Sazant regarding update (0.10); Review K. Aulet memorandum regarding timing (0.10); Memorandum to K. Aulet regarding same (0.10); Meeting with ██████████ regarding Scenarios (3.80); Teleconference with ██████████ regarding USD Position (0.40); Memorandum to S. O'Neal regarding Germini Proposal (0.30); Review O'Neal memorandum regarding same (0.30); Review and revise Term Sheet (0.40); Memorandum to M.s An regarding same (0.10); Further Revisions to same (0.20); Memorandum to An regarding same (0.10); Memorandum to Geer regarding Model (0.10); Review ██████████ memorandum regarding process (0.20); Memorandum to ██████████ regarding same (0.10); Review and revise update (0.40); Memorandum to O'Neal regarding update (0.20).	7.80
22 Sep 2023	ESG	Pull pleadings and distribute to team and maintain docket calendar per J. Sazant.	0.70
22 Sep 2023	MMA	Review and revise debt term sheet and correspondence regarding the same.	0.50
22 Sep 2023	MRV	Review J. Sazant weekly update.	0.10
23 Sep 2023	AB	Review revised term sheets; correspondence.	0.70
23 Sep 2023	BSR	Teleconference with ██████████ regarding update (0.40); Conference call with SteerCo members regarding same (1.00); Memorandum to Geer regarding Gemini call (0.10); Review Geer memorandum regarding same (0.10); Review revised term sheet (0.20); Memorandum to M. An regarding same (0.10); Review An memorandum regarding same (0.10); Memorandum to An regarding same (0.10); Memorandum to ██████████ regarding process (0.20); Memorandum to Geer regarding Gemini Claim (0.10); Review Geer memorandum regarding same (0.10); Memorandum to SteerCo regarding process (0.10); Memorandum to O'Neal regarding Genesis Claim (0.10); Review S. O'Neal memorandum regarding same (0.10); Teleconference with An regarding Re-Denomination (0.10); Memorandum to parties regarding Term Sheet (0.40); Memorandum to SteerCo regarding Term Sheet Distribution (0.10); Review O'Neal memorandum regarding Term Sheet (0.10); Memorandum to S. O'Neal regarding same (0.10); Review S. O'Neal memorandum regarding special communication meeting (0.10); Memorandum to O'Neal regarding same (0.10); Review M. Silverman memorandum regarding Debt Term Sheet (0.10); Memorandum to Silverman regarding same (0.10); Memorandum to J. Sazant regarding letter (0.10).	4.10
23 Sep 2023	ESG	Maintain docket calendar and register attorneys for upcoming hearings.	0.20
23 Sep 2023	MMA	Review and revise debt term sheet and key summary chart; review W&C comments to debt term sheet; correspondence and calls with B. Rosen and A. Bettwy regarding the same.	1.40

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
24 Sep 2023	BSR	Teleconference with [REDACTED] regarding Midel, Gemini, Term Sheet (0.40); Review A. Frelinghuysen memorandum regarding DCG (0.10); Memorandum to Frelinghuysen regarding same (0.10); Review J. Sazant memorandum regarding UCC slides (0.10); Memorandum to J. Sazant regarding same (0.10); Review [REDACTED] slides and J. Sazant comments (0.30); Memorandum to [REDACTED] regarding same (0.10); Review O'Neal memorandum regarding special comm./Toggle plan (0.20); Memorandum to S. O'Neal regarding same (0.10); Teleconference with Abelson regarding DCG/Plan (0.30).	1.80
24 Sep 2023	MMA	Correspondence with client and B. Rosen regarding debt term sheet.	0.40
25 Sep 2023	BSR	Memorandum to J. Sazant regarding Special Committee letter (0.10); Review and revise same (0.70); Review FTX comments to Debt Term Sheet (0.40); Memorandum to SteerCo regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Conference call with Abelson and O'Neal regarding update (0.50); Further revision to Special Committee Letter 0.40; Memorandum to J. Sazant regarding same (0.10); Memorandum to Creditor Groups regarding letter (0.30).	2.70
25 Sep 2023	ESG	Coordinate transcript services and distribute transcripts per J. Sazant.	1.10
25 Sep 2023	MMA	Review revised debt term sheet; attend to correspondence regarding the same.	0.20
25 Sep 2023	MRV	Attend status conference.	0.60
26 Sep 2023	BSR	Review Weil Global Agreement (1.70) Teleconference with Abelson regarding same (0.20); Review O'Neal memorandum regarding Special Committee call (0.10); Memorandum to O'Neal regarding same (0.10); SteerCo meeting regarding status/Special Committee call (0.10); Memorandum to O'Neal regarding same (0.10); SteerCo meeting regarding status/ Special Committee (0.90); Teleconference with [REDACTED] regarding Special Committee call (0.40); Special Committee call with SteerCo, et al. (1.10); Memorandum to O'Neal regarding SteerCo members (0.10); Review Aulet memorandum regarding letter (0.10); Memorandum to K. Aulet regarding same (0.10); Memorandum to SteerCo./regarding letter (0.10); Revise letter (0.30); Memorandum to M. Silverman regarding same (0.10); Teleconference with M. Silverman regarding same (0.10); Revise letter (0.20); Memorandum to Abelson regarding same (0.10); Memorandum to O'Neal regarding same (0.10); Memorandum to O'Neal regarding cash position (0.20); Review O'Neal memorandum regarding same (0.10).	6.30
26 Sep 2023	MRV	Weekly call with steering committee.	0.70
27 Sep 2023	BSR	Teleconference with [REDACTED] regarding scenarios (0.30); Teleconference with [REDACTED] regarding same (0.20); Teleconference with A. Frelinghuysen regarding update (0.10); Review and revise Debt Term sheet (0.70); Continue draft of Global Agreement (2.10).	3.40
27 Sep 2023	ESG	Copy check binder.	0.60
27 Sep 2023	ESG	Create binder per B. Rosen.	1.30
27 Sep 2023	ESG	Maintain docket calendar and register attorneys for upcoming hearings.	0.20
27 Sep 2023	ESG	Submit invoice from status conference transcript.	0.20

Client Name Committee of Facility B Lenders (87307)
 Matter Name Debt Restructuring (0001)

Invoice Date 16 Oct 2023
 Invoice Number 21215363

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
28 Sep 2023	BSR	Memorandum to ██████ regarding status (0.10); Teleconference with ██████ regarding same (0.30); Review Abelson memorandum regarding Tax Analysis (0.10); Memorandum to P. Abelson memorandum regarding same (0.10); Review Debt Term Sheet (0.30); Teleconference with M. An regarding same (0.30); SteerCo Conference call regarding status (0.40); Memorandum to SteerCo regarding Debt Term Sheet (0.30); Teleconference with ██████ regarding same (0.20);	2.10
28 Sep 2023	MMA	Review and revise debt term sheet and key terms chart; correspondence and calls with B. Rosen regarding the same.	1.30
28 Sep 2023	MTH	Corresp. UCC counsel re revised debt structure	0.80
28 Sep 2023	YSH	Proj Genome - review of updated proposals and analysis of tax consequences.	1.00
29 Sep 2023	BSR	SteerCo. conference call regarding update (0.40); Revise Global Agreement (2.90); Review Adjournment Notice (0.10); Memorandum to J. Sazant regarding same (0.10); Review and revise statement in support (0.40); Memorandum to J. Sazant regarding same (0.10); Memorandum to SteerCo regarding Debt Term Sheet (0.10); Review ██████ memorandum regarding same (0.10); Review ██████ memorandum regarding same (0.10); Review ██████ memorandum regarding same (0.10); Review ██████ memorandum regarding same (0.10); Teleconference with ██████ n regarding same (0.40); Memorandum to ██████ regarding Cash Sweep (0.20); Review UCC Debt Comments (0.40); Memorandum to M. An regarding same (0.10); Teleconference with ██████ regarding same (0.30).	5.90
29 Sep 2023	MMA	Correspondence regarding debt term sheet.	0.10
29 Sep 2023	MRV	Weekly call with steering committee.	0.20
29 Sep 2023	MTH	Work on revised term sheet analysis	1.80
30 Sep 2023	AB	Review open items in term sheet and related correspondence.	0.50
30 Sep 2023	BSR	Conference call with Abelson and O'Neal regarding update (0.60); Teleconference with ██████ regarding same (0.40); Review and revise Debt Term Sheet (0.80); Teleconference with M. An regarding same (0.20); Teleconference with Abelson regarding coordination (0.30); Memorandum to M. An regarding Two Facilities (0.10); Review M. An memorandum regarding same (0.10).	2.50
30 Sep 2023	MMA	Correspondence and call with B. Rosen regarding debt term sheet; review revised debt term sheet and related materials; revise debt term sheet and key terms chart.	2.60
30 Sep 2023	MTH	Tax analysis revised structure	1.30

Client Name Committee of Facility B Lenders (87307)
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Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees Amount</u>
<u>Partner</u>			
Bettwy, Andrew	9.30	1,925.00	17,902.50
Doyle, Peter D.	116.40	1,875.00	218,250.00
Hamilton, Martin T.	3.90	1,750.00	6,825.00
Rosen, Brian S.	92.90	1,950.00	181,155.00
Tal, Yuval	5.00	1,825.00	9,125.00
Total Partner	227.50		\$ 433,257.50
<u>Associate</u>			
Addicott, Laura A.	3.10	1,125.00	3,487.50
An, Matthew M.	24.10	1,395.00	33,619.50
Anderson, Isaiah D.	20.40	995.00	20,298.00
Dalsen, William D.	59.40	1,395.00	82,863.00
Gobel, David R.	4.40	995.00	4,378.00
Habenicht, Yomarie S.	1.00	1,275.00	1,275.00
Kim, Joan	8.80	1,075.00	9,460.00
Kim, Lauren S.	0.90	1,295.00	1,165.50
Kroll, Christina H.	29.60	1,245.00	36,852.00
Richard, Margo R.	30.00	995.00	29,850.00
Sanchez Tavaréz, Genesis G.	56.60	1,125.00	63,675.00
Sazant, Jordan	151.20	1,275.00	192,780.00
Stevens, Elliot R.	0.50	1,275.00	637.50
Volin, Megan R.	4.30	1,215.00	5,224.50
Total Associate	394.30		\$ 485,565.50
<u>Paralegal</u>			
Freedline, Daniel S.	57.50	340.00	19,550.00
Gaspar, Ella S.	7.00	340.00	2,380.00
Hale, Carolyn J.	1.10	290.00	319.00
Oloumi, Nicole K.	1.00	530.00	530.00
Schroeder, Eleanor A.	0.10	295.00	29.50
Total Paralegal	66.70		\$ 22,808.50
<u>Practice Support</u>			
Chamberlain, Sherry A.	4.20	570.00	2,394.00
Klock, Joseph	4.10	540.00	2,214.00
Total Practice Support	8.30		\$ 4,608.00

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<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees Amount</u>
<u>Staff</u>			
Antoon, Isaac L.	1.10	565.00	621.50
Total Staff	1.10		\$ 621.50
Professional Fees	697.90		\$ 946,861.00

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Invoice Number 21215363

Disbursement Summary

<u>Disbursements and Other Charges</u>	<u>Amount</u>
Computerized Research	7,903.70
Copying & Printing	707.84
Court Reporting Service	200.00
Local Transportation	451.41
Meals	899.51
Out of Town Travel	7,237.06
PACERPRO	8.00
Transcripts	45.60
Total Disbursements	\$ 17,453.12

Total Billed

\$ 964,314.12



Proskauer Rose LLP Eleven Times Square, New York, NY 10036-8299

Remittance Advice

Federal ID: 13-1840454

Genesis Global Capital, LLC
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006

Invoice: 21215363
Invoice Date: 16 Oct 2023
Client Matter ID: 87301.0001

Attn: Sean O'Neal

Remit To:
Proskauer Rose LLP
Eleven Times Square
New York, NY 10036-8299
ATTN: Accounts Receivable

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001

Total Due This Invoice

\$ 964,314.12

Outstanding Invoices

<u>Date</u>	<u>Invoice</u>	<u>Total</u>	<u>Credits Applied</u>	<u>Remaining Balance</u>
28 Feb 2023	21163173	892,660.90	0.00	892,660.90
29 Mar 2023	21172181	599,210.76	0.00	599,210.76
26 Apr 2023	21178142	500,505.13	0.00	500,505.13
22 May 2023	21183447	272,087.08	0.00	272,087.08
25 Jul 2023	21194983	989,906.68	0.00	989,906.68
29 Aug 2023	21203533	240,841.41	0.00	240,841.41
19 Sep 2023	21204677	265,491.50	0.00	265,491.50
Total Outstanding				\$ 4,725,017.58

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001



Proskauer Rose LLP Eleven Times Square, New York, NY 10036-8299

Federal ID: 13-1840454

Genesis Global Capital, LLC
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006

Invoice: 21225600
Invoice Date: 20 Dec 2023
Client Matter ID: 87301.0001

Attn: Sean O'Neal

RE: Debt Restructuring

For legal services rendered for the period ending November 30, 2023 as set forth in this invoice.

Fees Billed	\$ 1,741,090.50
Disbursements Billed	\$ 14,911.12
Total Due This Invoice	\$ 1,756,001.62

Outstanding Invoices

<u>Date</u>	<u>Invoice</u>	<u>Total</u>	<u>Credits Applied</u>	<u>Remaining Balance</u>
28 Feb 2023	21163173	892,660.90	0.00	892,660.90
29 Mar 2023	21172181	599,210.76	0.00	599,210.76
26 Apr 2023	21178142	500,505.13	0.00	500,505.13
22 May 2023	21183447	272,087.08	0.00	272,087.08
25 Jul 2023	21194983	989,906.68	0.00	989,906.68
29 Aug 2023	21203533	240,841.41	0.00	240,841.41
19 Sep 2023	21204677	265,491.50	0.00	265,491.50
16 Oct 2023	21215363	964,314.12	0.00	964,314.12
Total Outstanding				\$ 6,481,019.20

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001

We do not change our bank account details. Do not reply to or act upon any email you receive purporting to advise you that our bank account details have changed. Please telephone your contact at our office before transferring any funds.

Client Name Committee of Facility B Lenders (87307)
 Matter Name Debt Restructuring (0001)

Invoice Date 20 Dec 2023
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Description of Services Rendered

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
12 Sep 2023	BSR	Teleconference with ██████ regarding negotiations (0.50); SteerCo meeting regarding same (0.60); Teleconference with J. Sazant regarding FTX hearing prep (0.40); Teleconference with ██████ regarding DCG/Scenarios (0.40); Review ██████ memorandum regarding same (0.30); Memorandum to ██████ regarding same (0.10); Memorandum to J. Sazant regarding motion prep (0.10); Teleconference with J. Sazant regarding same (0.10); Teleconference with J. Sazant regarding FTX/Sale issues (0.30); Review draft outline regarding Depo (0.30); Memorandum to P. Doyle regarding same (0.10); Review J. Sazant memorandum regarding same (0.10); memorandum to J. Sazant regarding same (0.10); Teleconference with Abelson regarding update (0.20); Memorandum to ██████ regarding same (0.10); Teleconference with ██████ regarding same (0.10); Memorandum to ██████ regarding SteerCo members (0.10).	3.90
23 Sep 2023	JS	Meeting with SteerCo re: revised proposed debt terms; correspondence with B. Rosen, A. Bettwy, and ██████ re: same	1.70
24 Sep 2023	JS	Draft letter to Debtors re: Statements in Support; correspondence re: revised proposal; edit presentation on revised proposal; correspondence with B. Rosen and M. Nuvelsjin re: same	4.30
25 Sep 2023	JS	Draft letters to UCC and Debtors re: revised proposal; edit letters; attend Status Conference; meeting with B. Rosen and SteerCo re: path forward; correspondence re: revised debt terms	3.20
26 Sep 2023	JS	Meeting with SteerCo re: path forward; edit letter to Debtors and UCC; correspondence with B. Rosen re: same	1.20
27 Sep 2023	JS	Edit Plan definitions; correspondence with B. Rosen re: same	0.80
28 Sep 2023	JS	SteerCo meeting; correspondence with B. Rosen and S. O'Neal re: DCG assets	1.20
29 Sep 2023	JS	Edit statements in support; SteerCo meeting; correspondence with B. Rosen re: revised debt terms	1.40
01 Oct 2023	BSR	Review and revise Debt Term Sheet (0.40); Memorandum to M. An regarding same (0.30); Revise Global Agreement (3.70); Teleconference ██████ regarding update (0.30); Review latest distribution model (0.30); Memorandum to Creditors regarding Debt Term Sheet (0.20); Review and revise status update (0.30); Review J. Sazant Memorandum regarding AHG meeting (0.10); Memorandum to J. Sazant regarding same (0.10).	5.70
01 Oct 2023	MMA	Review revised debt term sheet and related materials; revise debt term sheet and key terms chart.	0.90
02 Oct 2023	AB	Review materials; call re: cash sweeps.	0.80
02 Oct 2023	MTH	Genesis - Conference call W&C. Analysis trust structure	1.30
02 Oct 2023	BSR	Revise restructuring agreement (2.90); Conference call with SteerCo regarding same, model (0.70); Conference call with Brown Rudnick, et al., regarding same, sweep (0.60); Review ██████ memorandum regarding term sheet comments (0.20); Memorandum to ██████	6.30

Client Name Committee of Facility B Lenders (87307)
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		regarding same (0.10); Review J. Sazant memorandum regarding [REDACTED] (0.10); Memorandum to J. Sazant regarding same (0.10); Teleconference with K. Aulet regarding same (0.20); Memorandum to K. Aulet regarding same (0.10); Review Telegram postings regarding same (0.20); Memorandum to J. Sazant regarding One Pager (0.10); Review same (0.20); Review [REDACTED] memorandum regarding GBTC (0.20); Memorandum to [REDACTED] regarding same (0.10); Memorandum to Aulet regarding language (0.10); Review Gemini comments (0.30); Memorandum to A. Frelinghuysen regarding same (0.10).	
02 Oct 2023	TTM	Call with White & Case tax to discuss current status of proposal and next steps.	0.50
02 Oct 2023	JS	Meeting with SteerCo; correspondence re: revised debt terms; correspondence re: statements in support	4.30
02 Oct 2023	MRV	Weekly call with steering committee (1.1); emails with B. Rosen and J. Sazant regarding summary of professional fees (.1).	1.20
02 Oct 2023	ESG	Pull pleadings and distribute to team and maintain docket calendar per J. Sazant.	0.40
02 Oct 2023	TRS	Call with J. Sazant with regard to Docusign processes.	0.20
03 Oct 2023	AB	Call re: settlement and debt terms.	0.50
03 Oct 2023	BSR	Teleconference with [REDACTED] regarding update (0.40); Teleconference with J. Sazant regarding AHG call/presentation (0.20); Conference call with SteerCo regarding same (0.50); Revise a structuring agreement (2.10); Conference call with AHG regarding DCG/Approach (1.10); Memorandum to O'Neal regarding call (0.10); Memorandum to J. Sazant regarding FDG 2019 (0.10); Review same (0.10); Memorandum to J. Sazant regarding same (0.10); Review Cooperation Agreement (0.20); Memorandum to [REDACTED] regarding same (0.10); Revise Cooperation Agreement (0.30); Memorandum to K. Aulet regarding same (0.10); Teleconference with M. An regarding Debt Term Sheet (0.20); Review and revise same (0.40); Draft key Terms Cover memorandum (0.40); Memorandum to J. Sazant regarding same (0.10); Memorandum to J. Sazant et al., regarding Gemini Documents (0.10); Review Gemini POCs and complaint (0.80); Review Federal Key Terms (0.20); Memorandum to J. Sazant regarding same (0.10); Review J. Sazant memorandum regarding [REDACTED] (0.10); Memorandum to J. Sazant regarding same (0.10); Review and revise memorandum regarding support (0.20); Teleconference with [REDACTED] regarding AHG call (0.40); Revise Debt Term Sheet (0.40); Memorandum to M. An regarding same (0.10); Memorandum to Tax Term regarding meeting (0.10); Review Motion regarding new lease (0.20); Memorandum to M. Volin regarding same (0.10).	9.40
03 Oct 2023	MMA	Correspondence with B. Rosen regarding debt term sheet; revise debt term sheet and key terms chart; attend Ad Hoc Group Q&A call.	2.60
03 Oct 2023	JS	Correspondence with B. Rosen re: FDG; review creditor cooperation agreement; meeting with creditor group re: case status update; coordinate and gather statements of support; tally same; meeting with SteerCo re: AHG meeting prep; review fee schedule	9.20
03 Oct 2023	MRV	Call with steering committee, B. Rosen, and J. Sazant to prepare for ad hoc group meeting (.7); prepare and update charts summarizing fees incurred by debtor and UCC professionals (2); attend ad hoc	4.60

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		group meeting (1.1); review and analyze term sheet (.4); review and summarize motion to enter new lease (.4).	
03 Oct 2023	DSF	Correspond with G. Sanchez-Tavarez and J. Sazant re Islim Deposition Exhibits.	0.20
03 Oct 2023	TRS	Send documents via DocuSign and await responses, per J. Sazant.	1.00
04 Oct 2023	MTH	Genesis - Office conference re update; conference call. Review models. Review documents.	3.30
04 Oct 2023	BSR	Meeting with Tax team, et al., regarding Plan Issues (0.50); Review [REDACTED] regarding Support memorandum (0.10); Memorandum to [REDACTED] regarding same (0.10); Revise Rest. Agreement (2.20); Memorandum to K. Aulet regarding distribution of documents (0.20); Teleconference with J. Sazant regarding support amounts (0.20); Memorandum to Aulet regarding cooperation agreement (0.10); Memorandum to J. Sazant regarding documents (0.10); Review Aulet memorandum regarding same (0.10); Memorandum to Aulet regarding revised versions (0.20); Revise Term Sheet (0.20); Review [REDACTED] memorandum regarding support (0.10); Memorandum to J. Sazant regarding same (0.10); Review J. Sazant memorandum regarding same (0.10); Teleconference with J. Sazant regarding amounts (0.20); Memorandum to [REDACTED] regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Review Frelinghuysen memorandum regarding changes (0.10); Memorandum to Frelinghuysen regarding same (0.10); Teleconference with O'Neal regarding same, etc. (0.40); Review [REDACTED] memorandum regarding update (0.10); Memorandum to [REDACTED] regarding same (0.10); Memorandum to J. Sazant regarding Support Level (0.10); Review J. Sazant memorandum regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Teleconference with Frelinghuysen regarding support (0.20); Teleconference with J. Sazant regarding agreement (0.10); Review J. Sazant memorandum regarding same (0.20); Memorandum to J. Sazant regarding same (0.10); Review Abelson memorandum regarding PSA (0.10). Memorandum to Abelson regarding same (0.10).	6.60
04 Oct 2023	YSH	Proj Genome - review of updated proposals and analysis of tax consequences.	3.20
04 Oct 2023	TTM	Proskauer internal call regarding current status and next steps with M. Hamilton, B. Rosen, Y. Habenicht, J. Sazant, and M. Volin; Proskauer internal tax team call to discuss distribution modeling; review of distribution modeling and latest draft of debt term sheet.	3.00
04 Oct 2023	JS	Meeting(s) with SteerCo re: status update; tally support for Revised Proposal; correspondence with B. Rosen and creditors re: same; draft plan definitions; meeting with B. Rosen, M. Hamilton, Y. Habenicht, T. Multari, and M. Volin re: tax issues; correspondence with B. Rosen and UCC re: revised proposal	9.20
04 Oct 2023	MRV	Call with B. Rosen, M. Hamilton, J. Sazant, and J. Habenicht (.6); review distribution model (.4); review J. Sazant summary of creditor support of proposal (.1).	1.10
04 Oct 2023	ESG	Redact documents per J. Sazant.	0.60
04 Oct 2023	ESG	Maintain docket calendar and register attorneys for upcoming hearings.	0.30
04 Oct 2023	TRS	Send documents via DocuSign, per J. Sazant.	0.50

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
05 Oct 2023	BSR	Review █████ Letter of Support (0.10); Memorandum to J. Sazant regarding same (0.10); Review █████ memorandum regarding amounts update (0.10); Memorandum to █████ regarding same (0.10); Teleconference with O'Neal regarding same (0.50); Review Aulet memorandum regarding Support (0.10); Memorandum to Aulet regarding same (0.20); Review and Execute Coop Agreement (0.20); Course Debt Term Sheet (0.80); Review Agreement (0.80); Memorandum to SteerCo regarding documents (0.20); Conference call with Steer Co regarding same (0.80); Teleconference with █████ regarding agreement comments (0.50); Revise same (0.70); Revise Term Sheet (0.70); Memorandum to Aulet, et al regarding same (0.10); Teleconference with E. Diers regarding change (0.20); Review draft language regarding same (0.10); Memorandum to E. Diers regarding same (0.10); Memorandum to Gemini regarding support (0.10); Teleconference with Abelson regarding UCC meeting (0.30).	6.80
05 Oct 2023	BSR	Memorandum to █████ regarding Abelson call (0.20); Teleconference with O'Neal regarding same (0.30); Memorandum and Teleconference with Frelinghuysen regarding Gemini Support (0.70); Review Gemini POC amounts (0.20); Memorandum to J. Sazant regarding same (0.10).	1.50
05 Oct 2023	MMA	Review revised debt term sheet, Global Restructuring Agreement and Cooperation Agreement; attend to correspondence regarding the same.	1.10
05 Oct 2023	YSH	Proj Genome - review of updated proposals and analysis of tax consequences.	2.60
05 Oct 2023	TTM	Call to walk through distribution modeling with J. Sazant, M. Volin, and Y. Habenicht; review and aggregate all prior client-facing tax issue summaries and compile notes from all tax calls into compendium and send to Y. Habenicht.	2.00
05 Oct 2023	JS	SteerCo call re: case status update; correspondence with B. Rosen and other creditor groups re: debt term sheets; meeting with B. Rosen and █████ re: revised proposal; meeting with SteerCo re: distribution mechanics; correspondence with B. Rosen, SteerCo and UCC re: same	5.90
05 Oct 2023	MRV	Call with J. Sazant, J. Habenicht, and T. Multari regarding distribution model.	1.20
05 Oct 2023	TRS	Send documents via DocuSign and await responses, per J. Sazant.	0.30
06 Oct 2023	BSR	Memorandum to O'Neal and Abelson regarding documents, support (0.40); Teleconference with O'Neal regarding same (0.40); Memorandum to SteerCo regarding same (0.30); Memorandum to J. Sazant regarding 3AC Hearing (010); Review J. Sazant regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Review Decision regarding FTX Settlement (0.80); Memorandum to P. Doyle regarding same (0.10); Teleconference with O'Neal regarding update and Exclusivity (0.40); Review draft motion regarding same (0.30); Memorandum to J. Sazant regarding same (0.10); Review O'Neal memorandum regarding DCG meeting (0.10); Memorandum to O'Neal regarding same (0.10); Teleconference with █████ regarding update (0.30).	3.60
06 Oct 2023	MMA	Attend to correspondence regarding debt term sheet and Global Restructuring Agreement; review relevant documents.	0.60

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
06 Oct 2023	YSH	Proj Genome - review of updated proposals and analysis of tax consequences.	1.70
06 Oct 2023	TTM	Review current draft of debt term sheet and mechanics of distribution model and begin to compile list of potential tax issues for discussion with PR tax team and other tax teams; coordinate call with White & Case tax to discuss revised term sheet.	3.80
06 Oct 2023	JS	Attend hearing; draft status report; review exclusivity motion; correspondence with B. Rosen re: case status update	3.20
06 Oct 2023	DSF	Scan and save stamped exhibits from Islim Deposition, per W. Dalsen.	1.00
06 Oct 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.10
07 Oct 2023	BSR	Teleconference with [REDACTED] regarding update (0.50); Review and revise update (0.30); Review [REDACTED] memorandum regarding same (0.20); Memorandum to [REDACTED] regarding same (0.10); Memorandum to E. Daucher regarding call (0.10); Review Daucher memorandum regarding same (0.10); Memorandum to Abelson regarding UCC position (0.10); Review Abelson memorandum regarding same (0.10); Memorandum to Abelson regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Review Sazant memorandum regarding same (0.20).	2.00
07 Oct 2023	JS	Correspondence with B. Rosen and [REDACTED] re: revised proposal	0.80
08 Oct 2023	BSR	Teleconference with [REDACTED] regarding AHG position (0.40); Teleconference with E. Daucher regarding support (0.80); Memorandum to [REDACTED] regarding same (0.10); Teleconference with [REDACTED] regarding update (0.30); Review Distribution model (0.40); Review [REDACTED] memorandum regarding same (0.10); Memorandum to Daucher regarding same (0.20); Teleconference with [REDACTED] regarding same (0.30); Memorandum to O'Neal, et al., regarding DCG meeting (0.10).	2.70
08 Oct 2023	JS	Meeting with B. Rosen and [REDACTED] re: path forward; correspondence with B. Rosen re: status update	0.90
09 Oct 2023	BSR	Review [REDACTED] memorandum regarding support (0.10); Teleconference with J. Sazant regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Review chart and J. Sazant memorandum regarding same (0.10); Teleconference with [REDACTED] memorandum regarding same (0.10); Review Renzi memorandum regarding same (0.10); Memorandum to Renzi regarding same (0.10); SteerCo Conference call regarding approach/update (0.80); Conference call with UCC/AHG regarding same (0.70); Teleconference with [REDACTED] regarding same (0.30); Memorandum to [REDACTED] regarding update/BRG Position (0.10); Review J. Sazant memorandum regarding exclusivity (0.20); Memorandum to J. Sazant regarding same (0.10); Review J. Sazant memorandum regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Review K. Aulet memorandum regarding FDG Position (0.10); Memorandum to K. Aulet regarding same (0.10); Revise PSA (No Deal) (3.10)	6.40
09 Oct 2023	YSH	Review and analysis of tax issues in connection with proposed restructuring.	3.70

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
09 Oct 2023	TTM	Prepare outline of major open tax points [1.0 hrs]; calls with Y. Habenicht to discuss open tax points and next steps [0.8 hrs]; prepare summary for M. Hamilton explaining distribution modeling and open tax issues to discuss internally and with White & Case, revise summary per Y. Habenicht comments [2.0 hrs].	3.80
09 Oct 2023	JS	Meeting with SteerCo re: case status update; correspondence with B. Rosen and SteerCo re: statements of support; call with B. Rosen and UCC re: case status; research re: exclusivity	3.30
09 Oct 2023	MRV	Weekly call with steering committee.	0.30
09 Oct 2023	ESG	Pull motions to terminate exclusivity per J. Sazant.	0.60
10 Oct 2023	MTH	Genesis - Conference call re UCC meeting. Discuss status B Rosen	0.80
10 Oct 2023	BSR	Review Habenicht memorandum regarding update/Tax Analysis (0.10); Memorandum to Habenicht regarding same (0.10); Teleconference with [REDACTED] regarding update (0.40); Teleconference with O'Neal regarding meeting (0.20); Teleconference with P. Abelson regarding same (0.10); Review O'Neal memorandum regarding meeting (0.10); Memorandum to O'Neal regarding same (0.10); Continue draft of PSA (No Deal) (3.10); Meeting with Tax team regarding status (0.40); Revise Deal PSA (0.60); Memorandum to J. Sazant regarding Holdings (0.10); Review Sazant memorandum regarding same (0.10); Teleconference J. Sazant regarding same (0.10); Memorandum to Abelson regarding Plan Term Sheet (0.10); Review A. Criste memorandum regarding same (0.10); Review Plan Term Sheet (0.20); Teleconference with [REDACTED] regarding Discussions (0.30).	6.20
10 Oct 2023	YSH	Review and analysis of proposals and tax issues.	3.40
10 Oct 2023	TTM	Call with PR Bankruptcy team to discuss outcome of meeting with UCC.	0.80
10 Oct 2023	MRV	Emails with J. Habenicht regarding case status.	0.10
10 Oct 2023	DSF	Correspond with P. Doyle and B. Rosen re Islim Deposition Invoice (0.20); assist with shared drive file organization re: Islim deposition records (0.60); call with HelpDesk re same (0.10).	0.90
11 Oct 2023	BSR	Teleconference with [REDACTED] regarding UCC Position regarding Agreement (0.30); Conference call with J. Sazant and M. Volin regarding Exclusivity (0.30); Memorandum to P. Abelson regarding Misinformation (0.10); Memorandum to O'Neal regarding Special Committee call (0.10); Teleconference with O'Neal regarding same (0.30); Review [REDACTED] memorandum regarding update (0.30); Memorandum to [REDACTED] regarding same (0.20); Teleconference with [REDACTED] regarding same (0.30); Revise PSA (No Deal) (2.80); Revise term sheet regarding same (0.90); Teleconference with O'Neal regarding [REDACTED] comments (0.20); Memorandum to [REDACTED] regarding same (0.20).	6.00
11 Oct 2023	MRV	Emails with J. Sazant regarding objection to exclusivity extension (.1); review motion to extend exclusivity and objection to prior extension (.4); call with B. Rosen and J. Sazant regarding objection (.2).	0.70
11 Oct 2023	ESG	Maintain docket calendar and register attorneys for upcoming hearings.	0.30
11 Oct 2023	ESG	Coordinate transcript services.	0.20

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
12 Oct 2023	BSR	Teleconference with [REDACTED] regarding update (0.30); Steering Committee Conference call regarding PSA, status, etc. (1.00); Teleconference with J. Sazant regarding exclusivity, etc. (0.30); Review O'Neal letter regarding Special Comm Position (0.20); Teleconference with [REDACTED] regarding same (0.30); Memorandum to O'Neal regarding same (0.10); Memorandum to SteerCo regarding same (0.10); Memorandum to Saferstein regarding meeting (0.10); Review Saferstein memorandum regarding same (0.10); Teleconference with J. Sazant regarding letters of support (0.10); Memorandum to P. Abelson regarding same (0.10); Memorandum to SteerCo regarding same (0.10); Review Abelson memorandum regarding same (0.10); Revise and distribute PSA and Term Sheet (2.60); Memorandum to Creditors regarding same (0.10); Review O'Neal memorandum regarding Toggle Plan (0.10); Memorandum to M. Hamilton regarding same (0.10).	5.80
12 Oct 2023	YSH	Review and analysis of proposals and tax issues.	0.90
12 Oct 2023	JS	Draft exclusivity objection; correspondence with B. Rosen and M. Volin re: same	3.30
12 Oct 2023	MRV	Weekly call with steering committee (1); emails with J. Sazant and E. Gaspar regarding signatures to statements in support (.1); attend hearing on Three Arrows discovery dispute (.7); draft objection and cross-motion regarding exclusivity and supporting declaration (6.9).	8.70
12 Oct 2023	DSF	Correspond with W. Dalsen, G. Sanchez-Tavares, and J. Sazant re Islim deposition invoice approval.	0.30
13 Oct 2023	BSR	Memorandum to M. Volin regarding Hearing (0.10); Review K. Aulet memorandum regarding litigation trust (0.10); Memorandum to K. Aulet regarding same (0.10); Memorandum to J. Sazant regarding status update (0.10); Review draft of same (0.30); Teleconference with [REDACTED] regarding PSA, DCG meeting, etc. (0.40); Revise PSA (Deal) (1.40); Revise (No Deal) term sheet (0.60).	3.10
13 Oct 2023	TTM	Review updated drafts of transaction term sheet and plan support agreement, as well as letter from Ad Hoc group.	1.80
13 Oct 2023	JS	Edit exclusivity objection; correspondence with B. Rosen re: same	2.40
13 Oct 2023	MRV	Emails with J. Sazant regarding weekly status update and prepare summary of hearing for same (.5); review revised exclusivity objection (.3).	0.80
13 Oct 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.30
14 Oct 2023	BSR	Teleconference with J. Saferstein regarding meeting (0.10); Teleconference [REDACTED] regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Review Article regarding SEC/ Grayscale (0.20); Memorandum to SteerCo regarding same (0.10); Memorandum to O'Neal regarding PSA comments (0.10); Review O'Neal comments regarding same (0.10); Memorandum to Hamilton regarding litigation trust (0.10); Review Hamilton memorandum regarding same (0.10); Memorandum to Hamilton regarding same (0.10).	1.10
15 Oct 2023	BSR	Teleconference with J. Saferstein regarding debt meeting (0.30); Review [REDACTED] memorandum regarding UCC alignment (0.10); Memorandum to [REDACTED] regarding same (0.10); Teleconference with [REDACTED] regarding same (0.30); Revise PSA (No Deal) regarding same (0.10); Memorandum to O'Neal and Abelson regarding DCG meeting (0.10); Review S. O'Neal	2.20

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		memorandum regarding same (0.10); Teleconference with Abelson regarding same (0.30); Memorandum to SteerCo regarding same (0.20); Revise status update (0.30); Memorandum to J. Sazant regarding same (0.10); Memorandum to J. Sazant regarding telegram postings (0.20).	
16 Oct 2023	RAF	Research and discussion with M. Hamilton and B. Rosen regarding structuring of claims	1.00
16 Oct 2023	BSR	Memorandum to Abelson regarding PSA (No Deal) (0.10); Memorandum to O'Neal regarding same (0.10); Review Aulet memorandum regarding same (0.10); Memorandum to Aulet regarding same (0.10); Review Aulet memorandum regarding exclusivity (0.10); Conference call with O'Neal and Abelson regarding open matters (0.50); Memorandum to S. O'Neal regarding agenda (0.10); Review O'Neal memorandum regarding same (0.10); Review and revise term sheet (0.50); Review FDG comments regarding same and revise (0.30); Memorandum to K. Aulet regarding litigation trust (0.20); Meeting with J. Saferstein regarding proposal (0.60); Memorandum to Saferstein with documents (0.20); Review and revise exclusivity objection (0.80); Review M. Hatch memorandum regarding objection deadline (0.10); Memorandum to M. Hatch regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Review ██████████ memorandum regarding update summary (0.10); Memorandum to ██████████ et al., regarding same (0.10); Memorandum to SteerCo regarding same (0.40); Memorandum to O'Neal regarding PSA Comments (0.10); Conference call with SteerCo regarding update (0.70); Teleconference with ██████████ regarding update (0.40).	5.90
16 Oct 2023	JS	Meeting with SteerCo re: case status update; edit objection to exclusivity motion; correspondence with B. Rosen re: same	6.30
16 Oct 2023	MRV	Review revised exclusivity objection (.2); review B. Rosen update to clients (.1).	0.30
16 Oct 2023	DSF	Correspond with secretary team re Islim Deposition logistics.	0.50
16 Oct 2023	ESG	Maintain docket calendar and register attorneys for upcoming hearings,	0.20
17 Oct 2023	AB	Review comments to term sheet.	0.30
17 Oct 2023	MTH	Genesis - Conference call re next steps. Review updated plan	1.20
17 Oct 2023	BSR	Review K. Aulet memorandum regarding update (0.10); Memorandum to Aulet regarding same (0.10); Review Debtors Debt team sheet (0.40); Memorandum to A. Bettwy regarding same (0.10); Memorandum to SteerCo regarding same (0.10); SteerCo conference call regarding update (0.80); Memorandum to SteerCo regarding ██████████ (0.10); Review and revise exclusivity objection (0.90); Review order regarding FTX (0.20); Memorandum to SteerCo regarding same (0.10); Memorandum to Aulet, et al., regarding draft objection (0.10); Review Aulet memorandum regarding 10/6 letter (0.10); Memorandum to Aulet regarding same (0.10); Teleconference ██████████ regarding update (0.40); Review ██████████ memorandum regarding DCC request (0.10); Memorandum to SteerCo regarding same (0.10); Teleconference with ██████████ regarding Distribution Model (0.40); Teleconference with O'Neal regarding supate (0.30); Teleconference with Abelson regarding PSA (0.30).	4.80

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17 Oct 2023	MMA	Review latest term sheet; attend to correspondence regarding the same.	0.50
17 Oct 2023	YSH	Analysis in connection with proposed restructuring.	0.90
17 Oct 2023	TTM	Call with White & Case tax to discuss open points and next steps.	1.00
17 Oct 2023	JS	Edit exclusivity objection; meeting with SteerCo re: case status update; creditor communications; draft case status update for group; review comments to plan support agreement	3.80
17 Oct 2023	MRV	Call with steering committee, B. Rosen, and J. Sazant (.6); review B. Rosen comments to exclusivity objection (.1).	0.70
18 Oct 2023	MTH	Genesis - Conference call re tax consolidation with UCC. Tel con Rosen. Conf call internal re open issues with deconsolidation and exposures	2.30
18 Oct 2023	BSR	Teleconference with [REDACTED] regarding update (0.20); SteerCo update call (0.70); Conference call with Tax persons regarding issues (0.80); Review [REDACTED] memorandum regarding UCC (0.20); Memorandum to SteerCo regarding same (0.30); Review distribution Model (0.60); Memorandum to SteerCo regarding same (0.10); Teleconference with Abelson regarding UCC requests (0.30); Memorandum to [REDACTED] regarding same (0.10); Review [REDACTED] memorandum regarding PSA/UCC (0.10); Memorandum to [REDACTED] regarding same (0.10); Conference call with UCC and Debtor Counsel regarding comments (0.50); Memorandum to Abelson regarding Joint meeting (0.10); Review Abelson memorandum regarding same (0.10); Revise PSA (No Deal) (1.40); Teleconference regarding Joint meeting (0.20); Memorandum with O'Neal regarding call (0.10); Teleconference with Hamilton regarding Tax Call (0.30); Memorandum to Hamilton regarding PSA call (0.10); Memorandum to SteerCo regarding DCG/Update (0.30).	6.60
18 Oct 2023	YSH	Analysis of tax issues in connection with proposed restructuring.	3.50
18 Oct 2023	TTM	Consolidated Tax Group call (1.0 hrs); Proskauer tax team internal call (0.5 hrs); Review all diligence materials received and prepare list of the potential tax issues and areas of uncertainty relating to the DCG diligence and deconsolidation (3.3 hours).	4.80
18 Oct 2023	MRV	Call with steering committee, B. Rosen, and J. Sazant.	0.60
19 Oct 2023	MTH	GGC - Discuss potential tax issues internally re: DCG diligence and deconsolidation; draft email re same. Review revised documents.	1.80
19 Oct 2023	BSR	Teleconference with [REDACTED] regarding UCC prep call (0.30); Conference call with SteerCo and UCC members regarding status (1.50); Conference call with SteerCo regarding update (0.60); Memorandum to [REDACTED] regarding Abelson position (0.10); Review article regarding NYAG complaint (0.20); Review complaint (0.60); Memorandum to O'Neal regarding same (0.10); Review O'Neal memorandum regarding same (0.10); Memorandum to O'Neal regarding same (0.10); Review O'Neal memorandum regarding same (0.10); Memorandum to O'Neal regarding same (0.10); Memorandum to [REDACTED] regarding additional claims (0.10); Review [REDACTED] memorandum regarding same (0.10); Review and revise exclusivity objection (0.40); Review Aulet memorandum regarding same (0.10); Memorandum to Aulet regarding same (0.10); Teleconference with J. Sazant regarding same (0.20); Review J. Sazant memorandum regarding telegram/complaint (0.10); Memorandum to J. Sazant regarding same (0.10); Review J. Sazant	8.60

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		memorandum regarding same (0.10); Memorandum to J. Sazant regarding draft Plan (0.10); Research similar Plans regarding model (0.40); Review Transfer Agreement (0.10); Memorandum to J. Sazant regarding same (0.10); Review J. Sazant memorandum regarding same (0.10); Memorandum to O'Neal regarding objection (0.10); Revise PSA (No Deal) (2.10); Teleconference with O'Neal regarding DCG/complaint.update (0.50).	
19 Oct 2023	YSH	Analysis of tax issues in connection with proposed restructuring.	1.10
19 Oct 2023	TTM	Call with M. Hamilton and Y. Habenicht to discuss summary of diligence items relating to consolidated group.	0.50
19 Oct 2023	JS	Draft plan; edit exclusivity objection; correspondence with B. Rosen re: same; meeting with SteerCo re: case status update; meeting with SteerCo and UCC members re: case status	7.80
19 Oct 2023	MRV	Weekly call with steering committee.	0.30
19 Oct 2023	ESG	Assist with filing declaration and objection per J. Sazant.	0.70
20 Oct 2023	BSR	Review Agenda (0.10); Memorandum to J. Sazant regarding Hearing (0.10); Review and revise PSA (1.70); Review transfer agreement (0.10); Memorandum to M. Volin regarding same (0.10); Review [REDACTED] memorandum regarding update (0.10); Memorandum to SteerCo regarding same (0.20); Review [REDACTED] memorandum regarding Key terms/PSA (0.10); Memorandum to [REDACTED] regarding same (0.10); Further revise PSA (0.40).	3.00
20 Oct 2023	JS	Draft plan; claims analysis and research re: same; correspondence with B. Rosen re: case status; draft status update for creditor group	6.30
21 Oct 2023	BSR	Review draft debtor plan (1.20); Conference call with Abelson and O'Neal regarding debtors decision (0.40); Memorandum to SteerCo regarding same (0.20); Memorandum to [REDACTED] regarding same (0.10); Teleconference with [REDACTED] regarding same (0.30); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Memorandum to J. Sazant regarding AHG/Telegram (0.10); Review J. Sazant memorandum regarding same (0.10); Revise PSA (No Deal) (0.90); Memorandum to K. Aulet regarding Debtors decision (0.10); Review Aulet memorandum regarding same (0.10); Review Aulet memorandum regarding Distribution model (0.10); Memorandum to Aulet regarding same (0.10); Memorandum to M. Weinberg regarding draft plan (0.10); Revise status update (0.40); Memorandum to J. Sazant regarding same (0.10).	4.50
22 Oct 2023	BSR	Memorandum to J. Sazant and M. Volin regarding draft plan (0.20); Review J. Sazant memorandum regarding same (0.10); Review O'Neal memorandum regarding 3AC (0.10); Memorandum to O'Neal regarding same (0.10); Teleconference with [REDACTED] regarding update (0.30); Review comments to draft Plan (0.60); Review Aulet memorandum regarding exclusivity (0.10); Memorandum to Aulet regarding same (0.10); Review comments to debtors plan (0.90); Review Aulet memorandum regarding exclusivity (0.10); Review Frelinghuysen memorandum regarding plan (0.10); Memorandum to A. Frelinghuysen regarding same (0.10).	2.80
22 Oct 2023	JS	Draft second amended plan; correspondence with B. Rosen re: same; correspondence with SteerCo re: plan support agreement	9.40
23 Oct 2023	BSR	Conference call with Cleary regarding 3AC settlement (0.50); SteerCo conference call regarding update (1.00); Review O'Neal	7.70

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		memorandum regarding 3AC (0.10); Memorandum to O'Neal regarding same (0.10); Review draft plan comments (0.80); Memorandum to J. Sazant regarding same (0.10); Review Pleadings regarding Exclusivity Hearing (1.20); Memorandum to SteerCo regarding plan comments (0.10); Review O'Neal memorandum regarding Chambers conference (0.10); Memorandum to O'Neal regarding same (0.10); Review J. Sazant memorandum regarding AHG call (0.10); Memorandum to J. Sazant regarding same (0.10); Review and revise draft update (0.30); Memorandum to J. Sazant regarding same (0.10); Review and revise agenda (0.10); Memorandum to O'Neal regarding same (0.10); Memorandum to O'Neal regarding Plan comments (0.10); Review and revise PSA (No Deal) (1.80); Memorandum to O'Neal regarding same (0.10); Teleconference with O'Neal regarding Hearing (0.30); Teleconference with Abelson regarding same (0.20); Teleconference with [REDACTED] regarding negotiations (0.30).	
23 Oct 2023	TTM	Review questions submitted from ad hoc creditor group via portal in preparation for question-and-answer session and provide summary of questions for M. Hamilton and Y. Habenicht.	0.50
23 Oct 2023	JS	Meeting(s) with B. Rosen, SteerCo, Debtors, UCC, Gemini, and Pryor Cashman group re: Plan, exclusivity, and settlement proposals; edit Plan comments; draft status update for group	5.20
23 Oct 2023	MRV	Weekly call with steering committee (.8); review draft plan (.6).	1.40
23 Oct 2023	ESG	Create binder per B. Rosen.	1.30
23 Oct 2023	ESG	Maintain docket calendar.	0.30
24 Oct 2023	MTH	Prep AHG Q&A session. Rev rev plan	1.30
24 Oct 2023	BSR	Review [REDACTED] memorandum regarding AHG call (0.10); Review J. Sazant memorandum regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Review K. Gianer memorandum regarding claims purchase (0.10); Memorandum to J. Sazant regarding same (0.10); Attend Hearing/Conference call regarding Exclusivity, etc. (4.90); Teleconference with [REDACTED] regarding same (0.40); Teleconference with [REDACTED] regarding same (0.30); Teleconference with [REDACTED] regarding distribution model (0.20); Conference call with AHG regarding update (1.40); Teleconference [REDACTED] regarding AHG call (0.20); Teleconference with J. Sazant regarding same (0.20); Review [REDACTED] memorandum regarding proposal (0.10); Memorandum to [REDACTED] regarding same (0.10); Review Weinberg memorandum regarding distribution mechanics (0.40); Memorandum to Weinberg regarding same (0.10); Memorandum to O'Neal regarding same (0.10); Correspondence regarding filing of Plan and D.S., (0.60); Memorandum to SteerCo regarding same (0.20); Teleconference with J. Sazant regarding same (0.20); Review [REDACTED] regarding proposal (0.20); Memorandum to [REDACTED] regarding same (0.20); Review [REDACTED] memorandum regarding Distribution Model (0.10); Memorandum to [REDACTED] regarding same (0.10).	10.50
24 Oct 2023	YSH	Analysis of tax issues in connection with proposed restructuring.	0.90
24 Oct 2023	TTM	Review questions submitted from ad hoc creditor group via portal in preparation for question-and-answer session and provide summary of questions for M. Hamilton and Y. Habenicht [0.5 hrs]; attend question-and-answer session [1.0 hrs] and summarize items discussed for M. Hamilton and Y. Habenicht [0.2 hrs].	1.70

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
24 Oct 2023	JS	Edit plan and DS; edit distribution principles; meeting(s) with B. Rosen, AHG, SteerCo, Debtors, and UCC re: plan; attend hearing re: exclusivity	8.80
24 Oct 2023	MRV	Attend hearing (2.8); ad hoc group update call (1.3).	4.10
24 Oct 2023	ESG	Complete and submit electronic device form per B. Rosen.	0.50
25 Oct 2023	BSR	Teleconference with [REDACTED] regarding update (0.30); Review draft distribution model (0.20); Conference call with Sciametta and Dyanni regarding same (0.50); Conference call with same, [REDACTED], et al., regarding same (0.50); Conference call with [REDACTED] regarding same (0.50); Conference call with Cleary, W&C, et al. regarding Next Steps (0.80); Review [REDACTED] memorandum regarding model (0.10); Memorandum to [REDACTED] regarding same (0.10); Conference call with [REDACTED] regarding AHG (0.40); Memorandum to J. Sazant regarding same (0.10); Review Plan and D.S. (2.40); Review [REDACTED] memorandum regarding Model (0.10); Memorandum to [REDACTED] regarding same (0.10); Teleconference with O'Neal regarding Plan call (0.20); Memorandum to J. Sazant, et al regarding Plan and D.S. (0.10); Memorandum to [REDACTED], et al., regarding model (0.10); Memorandum to J. Sazant regarding model changes (0.10).	6.60
25 Oct 2023	TTM	Attend all-hands non-tax call [1.0 hrs]; summarize contents of call for M. Hamilton and Y. Habenicht [0.3 hrs].	1.30
25 Oct 2023	JS	Review Plan and DS; draft issues list re: plan comments; meeting with B. Rosen, creditors, and debtors re: distribution principles; meeting with Debtors and UCC re: Plan; correspondence with M. Volin re: same	7.70
25 Oct 2023	MRV	Review and revise disclosure statement (1.2); call with Cleary, White & Case, B. Rosen, J. Sazant, and other advisors (.8).	2.00
25 Oct 2023	ESG	Create binder per B. Rosen.	0.70
25 Oct 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.40
26 Oct 2023	BSR	SteerCo conference call regarding pan/proposal, etc (0.90); Conference call with Debtors, et al., regarding proposal (0.80); Memorandum to Team regarding open issues (0.20); Memorandum to J. Sazant regarding distribution model (0.10); Review J. Sazant memorandum regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Teleconference with [REDACTED] regarding proposal (0.40); Review same (0.30); Memorandum to [REDACTED] regarding same (0.10); Memorandum to C. Shome regarding same (0.10); Review C. Shore memorandum regarding same (0.10); Review J. Sazant memorandum regarding SteerCo call (0.10); Memorandum to J. Sazant regarding same (0.10); Memorandum to O'Neal regarding process (0.20); Review M. Hatch memorandum regarding DS (0.10); Memorandum to Hatch regarding same (0.10); Memorandum to O'Neal regarding GBTC Foreclosure (0.10); Review J. Sazant comments to Model (0.10); Memorandum to J. Sazant regarding same (0.10); Memorandum to Scrametta regarding same (0.10); Review Renzi memorandum regarding group call (0.10); Memorandum to Renzi regarding same (0.10); Memorandum to Renzi regarding shares (0.10); Memorandum to Renzi regarding denominations (0.20); Review [REDACTED] memorandum regarding separate calls (0.10); Memorandum to [REDACTED] regarding same (0.10); Memorandum to Renzi regarding Draft proposal (0.10); Review Renzi memorandum regarding same (0.10); Review same (0.30).	5.40

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
26 Oct 2023	JS	Edit disclosure statement; correspondence with B. Rosen and M. Volin re: same; meeting with SteerCo re: Plan; correspondence with B. Rosen and UCC re: path forward; edit distribution principles	7.10
26 Oct 2023	MRV	Weekly call with steering committee (.8); review and revise disclosure statement (3.3).	4.10
27 Oct 2023	BSR	Review Gemini Complaint (1.10); Review UCC proposal (0.30); Memorandum to SteerCo. regarding Both (0.30); Review Frelinghuysen memorandum regarding complaint (0.10); Memorandum to Frelinghuysen regarding same (0.10); Review J. Saferstein memorandum regarding same (0.10); Memorandum to S. Weise regarding Gemini Issues (0.10); Memorandum to Sciametta regarding model changes (0.50); Teleconference with Sciametta regarding same (0.20); Review article regarding Gemini Complaint (0.20) Memorandum to SteerCo regarding same (0.10); Teleconference with ██████████ regarding same (0.40); Review ██████████ memorandum regarding Model (0.10); Memorandum to ██████████ regarding same (0.10); Review ██████████ memorandum regarding proposal (0.10); Memorandum to ██████████ regarding same (0.10); Review Sciametta memorandum regarding memorandum regarding model (0.10); Memorandum to Sciametta regarding same (0.10); Review J. Sazant memorandum regarding Complaint claims (0.10); Memorandum to J. Sazant regarding same (0.10); Review ██████████ memorandum regarding proposal (0.20); Memorandum to ██████████ regarding same (0.20); Memorandum to SteerCo regarding ██████████ (0.10); Review Responses regarding same (0.40); Memorandum to Renzi, et al. regarding proposal (0.50); Memorandum to SteerCo regarding same (0.10); Memorandum to O'Neal regarding same (0.10); Review Massey memorandum regarding Foreclosure, etc. (0.10); Review materials regarding same (0.40); Memorandum to Massey regarding same (0.10); Memorandum to Weise regarding same (0.10); Memorandum to J. Sazant regarding same (0.10).	6.70
27 Oct 2023	TTM	Preparation for and call with C. Slaton to discuss current status of transaction and coverage from November 2nd to November 7th.	0.50
27 Oct 2023	JS	Meeting with creditors; review Gemini adversary complaint; correspondence with B. Rosen and S. Weise re: same; correspondence with B. Rosen and SteerCo re: distribution principles	3.40
27 Oct 2023	CRS	Call with T.Multari re: next steps and potential tax issues re: litigation trust	0.50
28 Oct 2023	BSR	Conference call with Debtors, et al., regarding proposal changes (1.00); Memorandum to SteerCo regarding distribution Model (0.20); Review O'Neal memorandum regarding same (0.10); Memorandum to O'Neal regarding same (0.10); Memorandum to J. Sazant regarding UCC position (0.10); Review J. Sazant memorandum regarding same (0.20); Memorandum to SteerCo regarding same (0.30); Teleconference ██████████ regarding same (0.40); Review SteerCo responses regarding same (0.70); Memorandum to ██████████ regarding same (0.10); Review J. Sazant memorandum regarding same (0.10); Teleconference with ██████████ regarding response (0.30); Review ██████████ memorandum regarding same (0.30); Memorandum to Renzi, et al., regarding same (0.40); Review ██████████ memorandum regarding update (0.10); Memorandum to ██████████ regarding same (0.10); Memorandum to S. Weise regarding analysis (0.10); Review Weise memorandum regarding same (0.10).	4.70
28 Oct 2023	SOW	Review security interest issues.	2.80

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
28 Oct 2023	JS	Meeting with B. Rosen, UCC, and Debtors re: Gemini Complaint and case status update; correspondence with SteerCo re: same	2.30
29 Oct 2023	BSR	Review Weise memorandum regarding analysis (0.10); Memorandum to S. Weise regarding same (0.10); Review Weise Analysis and case (0.80); Memorandum to Weise regarding same (0.10); Teleconference with Renzi regarding revisions (0.30); Review revised proposal (0.30); Memorandum to Renzi regarding recovery level (0.10); Review Renzi memorandum regarding same (0.10); Memorandum to Renzi regarding same (0.10); Review Correspondence regarding proposal transmission/Recovery (0.30); Memorandum to Shore regarding same (0.10); Review Abelson memorandum regarding proposal (0.20).	2.60
29 Oct 2023	SOW	Review security interest issues.	2.30
29 Oct 2023	JS	Correspondence with B. Rosen and S. Weise re: Gemini Complaint; correspondence with B. Rosen, Debtors, and UCC re: Plan	1.20
30 Oct 2023	BSR	Conference call with Steering Comm. regarding proposals (0.60); Conference call with USD regarding mechanics (0.60); Conference call with J. Sazant, et al., regarding objection to DS (0.40); Review and revise same (0.60); Conference call with Crypto Creditors regarding mechanics (0.60); Teleconference with ██████ regarding same (0.40); Review draft DS (1.70); review and revise status update (0.50); Memorandum to SteerCo regarding Mechanics calls (0.10); Memorandum to USD team regarding same (0.10); Review ██████ memorandum regarding same (0.10); Review J. Sazant memorandum regarding ██████ discussion (0.10); Memorandum to J. Sazant regarding same (0.10); Review UCC proposal (0.30); Memorandum to SteerCo regarding same (0.10); Meeting with S. Weise regarding GBTC shares (0.60); Review article regarding same (0.30); Review O'Neal memorandum regarding mechanics (0.10); Memorandum to O'Neal regarding same (0.10); Memorandum to ██████ regarding AHG (0.10); Review ██████ memorandum regarding same (0.10).	7.60
30 Oct 2023	SOW	Review security interest issues; conferences re same	2.30
30 Oct 2023	JS	Draft DS Objection outline; meeting with B. Rosen and M. Volin re: same; meeting with SteerCo; meeting with USD Creditors re: distribution principles; draft status update for group	3.40
30 Oct 2023	MRV	Weekly call with steering committee (.6); call with B. Rosen and J. Sazant regarding disclosure statement objection (.2); review status update (.1); draft disclosure statement objection (5.2).	6.10
31 Oct 2023	BSR	Review Sciameth memorandum regarding Mechanics (0.10); Memorandum to Sciameth regarding same (0.10); Review ██████ EL (0.10); Memorandum to J. Sazant regarding same (0.10); Revise draft DS Objection (0.40); Review filed objections (1.70); Memorandum to J. Sazant regarding objection (0.10); Review and revise draft plan (1.40); Memorandum to J. Sazant regarding same (0.10); Review ██████ memorandum regarding mechanics (0.30); Memorandum to ██████ regarding same (0.10); Review ██████ memorandum regarding same (0.10); Teleconference with ██████ regarding next steps (0.60).	5.20
31 Oct 2023	JS	Edit DS Objection; correspondence with B. Rosen, M. Volin, and E. Gaspar re: same; edit Plan; correspondence with B. Rosen re: same	6.30
31 Oct 2023	MRV	Review revised plan (.4); review revised disclosure statement objection (.2).	0.60

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
31 Oct 2023	ESG	Review objection per J. Sazant and file objection.	0.40
31 Oct 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.30
01 Nov 2023	MTH	Genesis - Internal call. Work on structure	1.00
01 Nov 2023	BSR	Distribution mechanics conference call with HL, et al., (0.90); Conference call with Tax Team, et al., (0.40); Review O'Neal memorandum regarding distribution mechanics (0.10); Memorandum to O'Neal regarding same (0.10); Memorandum to B. Geer regarding same (0.10); Review Geer memorandum regarding same (0.10); Memorandum to B. Geer regarding same (0.10); Review Geer memorandum regarding same (0.10); Review [REDACTED] memorandum regarding Plan comments etc (0.10); Memorandum to [REDACTED] regarding same (0.10); Review and revise plan comments (0.80); Memorandum to J. Sazant regarding same (0.10); Memorandum to O'Neal with Plan comments (0.10); Review [REDACTED] memorandum regarding Plan mechanics (0.20); Review [REDACTED] memorandum regarding same (0.20); Teleconference with [REDACTED] regarding same (0.30); Memorandum to Tax Team et al., regarding litigation trust (0.20); Review [REDACTED] memorandum regarding meetings and information (0.10); Memorandum to [REDACTED] regarding same (0.10); Memorandum to Y. Habenicht regarding Tax Call (0.20); [REDACTED] memorandum (0.10); Teleconference with Kroll regarding same (0.20); Memorandum to J. Sazant regarding update (0.10); Review Cash/cera report (0.40).	5.20
01 Nov 2023	YSH	Analysis of tax issues in connection with proposed restructuring.	1.90
01 Nov 2023	TTM	Synthesize and summarize prior discussions on litigation trust for M. Hamilton and Y. Habenicht (0.4 hrs); Proskauer internal call to discuss tax issues (0.4 hrs).	0.80
01 Nov 2023	JS	Research re: plan issues; correspondence with B. Rosen and [REDACTED] re: SteerCo; meeting with B. Rosen, M. Hamilton, Y. Habenicht, T. Multari, and M. Volin re: plan; edit plan; correspondence with SteerCo re: distribution model	6.80
01 Nov 2023	MRV	Call with Proskauer team regarding tax issues (.3); review revised plan (.3); prepare chart summarizing estate professional fees (.6).	1.20
02 Nov 2023	MTH	Genesis - Tax call. Prep same.	1.30
02 Nov 2023	BSR	Conference call with [REDACTED] Team regarding meetings/confidentiality (0.40); Conference call with HL and [REDACTED] regarding mechanics (0.50); Conference call with SteerCo regarding mechanics, etc. (0.80); Conference call with Cleary, et al., regarding plan comments (0.50); Review [REDACTED] memorandum regarding meetings (0.10); Memorandum to [REDACTED] regarding same (0.10); Review revise mechanics Deck (0.40); Teleconference with [REDACTED] regarding UCC meeting/special committee meeting (0.30); Teleconference with S. O'Neal regarding same (0.30); Review [REDACTED] memorandum regarding SteerCo call (0.10); Memorandum to [REDACTED] regarding same (0.10); Review VanLare memorandum regarding mechanics (0.10); Memorandum to VanLare regarding same (0.10); Memorandum to O'Neal regarding mechanics/Tax Team (0.20); Teleconference with Abelson regarding update/mechanics (0.40); Memorandum to Abelson regarding mechanics (0.10); Teleconference with [REDACTED] regarding mechanics (0.40); Review Geer memorandum regarding same (0.10); Memorandum to Geer regarding same (0.10).	5.10

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02 Nov 2023	BSR	Memorandum to ██████ regarding ██████ call/mechanics (0.10); Teleconference with ██████ regarding same (0.40); Teleconference with Geer regarding same (0.30); Review and revise update (0.40); Review ██████ memorandum regarding Fees (0.10); Memorandum to ██████ regarding same (0.10); Review Saferstein memorandum regarding proposal (0.10); Memorandum to Saferstein regarding same (0.10); Review correspondence regarding Fees (0.30); Teleconference with Saferstein regarding meeting (0.10).	2.00
02 Nov 2023	YSH	Review and analysis of tax issues in connection with proposed restructuring.	0.90
02 Nov 2023	JS	Research re: plan issues; call with B. Rosen and SteerCo; call with B. Rosen and Houlihan re: distribution mechanics; draft status update; call with debtors and UCC re: Plan	9.40
02 Nov 2023	MRV	Prepare updated chart summarizing estate professional fees (.7); weekly call with steering committee (.7); review status report (.2); call with Cleary, White & Case, B. Rosen, and J. Sazant regarding plan issues (1.5).	3.10
02 Nov 2023	ESG	Pull pleadings and distribute to team per J. Sazant	0.20
03 Nov 2023	BSR	Review ██████ memorandum regarding call (0.10); Memorandum to ██████ regarding same (0.10); Conference call with ██████, et al., regarding collateral (0.30); Teleconference with Saferstein regarding meeting/proposal (0.30); Memorandum to SteerCo regarding same (0.30); Memorandum to J. Sazant regarding same (0.10); Review A. Criste draft of distribution principles (0.30); Review A. Criste memorandum regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Memorandum to Saferstein regarding meeting (0.10); Teleconference with ██████ regarding same (0.30); Teleconference with ██████ regarding same (0.30); Review ██████ memorandum regarding meeting (0.10); Review ██████ memorandum regarding same (0.10); Review Saferstein memorandum regarding meeting (0.10); Teleconference Abelson regarding same (0.30); Memorandum to Saferstein regarding same (0.10); Review Sazant memorandum regarding meeting details (0.10); Teleconference with J. Sazant regarding same (0.20); Teleconference with Abelson regarding same (0.20); Memorandum to ██████ regarding Breach of confidentiality (0.10); Review ██████ memorandum regarding same (0.10); Memorandum to ██████ regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Review ██████ memorandum regarding same (0.20); Memorandum to ██████ regarding same (0.10); Review and revise draft distribution principles (0.60); Memorandum to J. Sazant regarding subsequent distributions (0.20); Review ██████ memorandum SteerCo (0.10); Memorandum to ██████ regarding same (0.10); Review ██████ memorandum regarding same (0.10); Review ██████ memorandum regarding same (0.10); Review M. Weinberg memorandum regarding model call (0.10); Memorandum to M. Weinberg regarding same (0.10); Review O'Neal memorandum regarding Chambers conference (0.10); Memorandum to O'Neal regarding same (0.10); Teleconference with Nuvelstijn regarding meeting, etc (0.40).	6.30
03 Nov 2023	MRV	Emails with clients and B. Rosen regarding DCG proposal and upcoming meeting (.2); review J. Sazant derivative standing analysis (.4); review revised distribution principles (.3).	0.90
04 Nov 2023	MTH	Corresp and discussions of Lit Trust issues with Rosen, UCC.	0.80

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
04 Nov 2023	BSR	Review revised plan (1.30); Review revised disclaimer statement (1.60); Review O'Neal memorandum regarding Tax update (0.10); Memorandum to M. Hamilton regarding same (0.10); Teleconference with [REDACTED] regarding update/plan (0.50); Conference call with Cleary, et al. regarding Mechanics/Plan/DS (1.40).	5.00
04 Nov 2023	JS	Call with B. Rosen, M. Volin, debtors, and UCC re: Plan; reviewing amended Plan and DS; reviewing DS Reply	2.20
04 Nov 2023	MRV	Call regarding distribution principles.	1.40
05 Nov 2023	MTH	Conf call lit trust issues with UCC counsel. Prep and followup same	1.00
05 Nov 2023	BSR	Teleconference with [REDACTED] regarding status / mechanics (0.30); Memorandum to SteerCo regarding update call (0.10); Conference call with SteerCo. regarding same/ meeting (1.30) Memorandum to F. Siddiqui regarding attendees (0.10); Review draft mechanics (0.40); Memorandum to J. Sazant regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Memorandum to SteerCo regarding revised proposal/UCC proposal (0.20); Memorandum to Saferstein regarding DCG investment (0.10); Review [REDACTED] memorandum regarding disclosure (0.10); Memorandum to Weil regarding same (0.10); Review Saferstein memorandum regarding Investment (0.10).	3.00
05 Nov 2023	YSH	Analysis of tax issues in connection with proposed restructuring.	0.50
05 Nov 2023	JS	Meeting with SteerCo; edit distribution principles; correspondence with B. Rosen and Debtors re: same	2.70
05 Nov 2023	MRV	Review revised distribution principles and UCC proposal.	0.70
06 Nov 2023	MTH	Correspondence about litigation trust analysis with debtors and UCC counsel	0.60
06 Nov 2023	BSR	Meeting at Weil Gotshal regarding DCG discussion, Including conference calls with SteerCo, conferences with Debtors and UCC (8.10); Review J. Sazant memorandum regarding meeting (0.10); Memorandum to J. Sazant regarding distribution mechanics (0.10); Review [REDACTED] memorandum regarding disclosure (0.10); Memorandum to [REDACTED] regarding same (0.10); Review NYAG memorandum regarding meeting (0.10); Memorandum to NYAG regarding same (0.10); Teleconference with NYAG regarding [REDACTED] (0.30); Teleconference with [REDACTED] regarding NYAG (0.30).	9.30
06 Nov 2023	YSH	Analysis of tax issues in connection with proposed restructuring.	0.30
06 Nov 2023	JS	Travel to NYC for meetings with debtors, UCC, and DCG; attend meeting with Debtors, UCC, and DCG; edit Distribution principles; correspondence with debtors re: same; draft status update for AHG	13.70
06 Nov 2023	MRV	Attend meeting with debtors, DCG, ad hoc group, and UCC (1.6); call with steering committee, B. Rosen, and J. Sazant regarding debtors' proposal (.6); attend meeting with UCC and ad hoc group (1); meeting with clients, B. Rosen, and J. Sazant regarding UCC discussion (.4); Attend meeting with debtors, DCG, ad hoc group, and UCC (.3); follow up call with clients (.7).	4.60
06 Nov 2023	ESG	Maintain docket calendar.	0.20
06 Nov 2023	ESG	Register attorneys for upcoming hearings and submit electronic device form per J. Sazant.	0.40
07 Nov 2023	BSR	Review [REDACTED] memorandum regarding A [REDACTED] meeting (0.10); Memorandum to [REDACTED] regarding same (0.10); Review O'Neal	8.10

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		memorandum regarding DCG position (0.10); Memorandum to O'Neal regarding same (0.10); Memorandum to O'Neal regarding Hearing/DCG (0.10); Review O'Neal memorandum regarding same (0.10); Conference call with DCG, et al., regarding proposal (0.30); Memorandum to P. Doyle regarding intervention (0.10); Attend Disclosure statement Hearing and Chambers Conference (5.60); Review ██████ memorandum regarding ██████ meeting (0.10); Memorandum to ██████ regarding same (0.10); Conference call with J. Sazant and Gorisse regarding update (0.30); Teleconference ██████ regarding Hearing (0.40); Teleconference with ██████ regarding same (0.30); Teleconference with P. Abelson regarding same (0.30).	
07 Nov 2023	GGs	Review complaint filed by Gemini and emails regarding the same.	0.50
07 Nov 2023	JS	Review amended plan; correspondence with B. Rosen; travel to DS hearing; attend DS hearing; return travel from DS hearing; Return travel to Chicago from NY DS Hearing and meetings; creditor communications	13.20
07 Nov 2023	MRV	Disclosure statement hearing (2.9).	2.90
07 Nov 2023	ESG	Copy check DS hearing binders and update binders for B. Rosen and J. Sazant.	1.10
07 Nov 2023	ESG	Print depo prep documents for J. Sazant.	0.10
08 Nov 2023	PDD	Genesis: Review pleading and key documents (5.30); t/c with J. Sazant, W. Dalsen, G. Sanchez-Tavarez re: same (1.40).	6.70
08 Nov 2023	MTH	Genesis - Review revised Plan Support Agreement.	0.90
08 Nov 2023	VI	Review status and outstanding case issues; Multiple email correspondences re: same; Review next steps.	1.00
08 Nov 2023	BSR	Conference call with NYAG and ██████ (1.10); Conference calls with SteerCo members regarding distribution principles (0.50); Meeting with ██████ et al., regarding status (0.50); Conference call with DCG, et al., regarding revised proposal (0.70); Teleconference with ██████ regarding update (0.40); Review Khing memorandum regarding issues list (0.10); Memorandum to J. Sazant and M. Volin regarding same (0.10); Review J. Sazant memorandum regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Review and revise status update (0.30); Memorandum to J. Sazant regarding same (0.10); Review S. O'Neal memorandum regarding trust issue (0.10); Memorandum to M. Hamilton, et al., regarding same (0.20); Memorandum to ██████ regarding issues list (0.10); Teleconference with M. Hamilton regarding Tax Trust (0.10); Review Hamilton memorandum regarding same (0.10); Memorandum to M. Hamilton regarding same (0.10); Review A. Criste memorandum regarding Distribution principles (0.20); Memorandum to A. Criste regarding same (0.10); Review Distribution principles (0.40); Review and revise Plan Support Agreement (3.10); Memorandum to O'Neal, et al., regarding same (0.10); Memorandum to ██████ regarding distribution principles (0.10); Memorandum to J. Sazant regarding issues List (0.10); Review same (0.20); Memorandum to SteerCo regarding DCG proposal (0.10); Review same (0.30); Memorandum to Abelson regarding same (0.20); Teleconference with Abelson regarding same (0.30); Memorandum to Abelson regarding response (0.20); Review Abelson memorandum regarding same (0.10); Correspondence regarding DCG Distribution (0.40); Review and	11.50

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		revise Distribution Analysis (0.40); Teleconference with O'Neal regarding Dollar Group (0.20); Review summary of comments (0.30).	
08 Nov 2023	WDD	Review Gemini complaint; Call with J. Sazant regarding Gemini litigation and next steps.	1.50
08 Nov 2023	YSH	Analysis of tax issues in connection with proposed restructuring.	0.70
08 Nov 2023	GGG	Internal team meeting regarding motion to intervene.	0.50
08 Nov 2023	JS	Draft plan issues list; edit Plan; Edit Distribution Principles; correspondence with B. Rosen, debtors, and UCC re: distribution principles; call with litigation team re: adversary proceeding; call with Debtors, UCC, and DCG re: proposal; review DCG proposal; edit status update; creditor communications	9.20
08 Nov 2023	MRV	Review Gemini complaint, PSA, revised plan and disclosure statement (2.3); call with P. Doyle, W. Dalsen, J. Sazant, and G. Sanchez Tavaréz regarding intervention in Gemini adversary proceeding (.4); call with steering committee regarding distribution principles (.5); review DCG proposal (.3); review status update (.1).	3.60
08 Nov 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.30
08 Nov 2023	ESG	Maintain docket calendar and register attorneys for upcoming hearing.	0.10
09 Nov 2023	PDD	Genesis/Gemeni: Review key documents, court filings and precedent (6.20); communications re: same (0.60).	6.80
09 Nov 2023	BSR	Conference call with Abelson, et al., regarding DCG, No Deal, etc. (0.50); Conference call with SteerCo. regarding update (0.80); Conference call with White & Case regarding distribution principles (0.50); Memorandum to J. Sazant regarding SteerCo call (0.10); Review J. Sazant memorandum regarding same (0.10); Memorandum to SteerCo regarding DCG/Update (0.20); Review A. Criste comments regarding PSA (0.30); Revise PSA regarding same (1.90); Review ██████████ memorandum regarding DCG Proposal (0.20); Memorandum to ██████████ regarding same (0.10); Review correspondence regarding cash flows (0.40); Memorandum to ██████████ regarding same (0.10); Review NYAG memorandum regarding next meeting (0.10); Memorandum to NYAG regarding same (0.10); Review J. Sazant memorandum regarding Distribution Principles (0.10); Memorandum to J. Sazant regarding same (0.10); Teleconference with Abelson regarding NPV analysis (0.20); Memorandum to Abelson regarding same (0.10); Review Abelson memorandum regarding same (0.10); Memorandum to Abelson regarding same (0.10); Revise PSA (0.90); Memorandum to Parties regarding same (0.20); Teleconference with ██████████ regarding Plan comments (0.40); Memorandum to J. Sazant regarding same (0.10); Review ██████████ memorandum regarding cash flow (0.40); Memorandum to ██████████ regarding same (0.10); Teleconference with J. Saferstein regarding same (0.20); Review Saferstein memorandum regarding same (0.10); Memorandum to Saferstein regarding same (0.10); Review HL NPV analysis (0.30); Memorandum to SteerCo regarding same (0.10); Memorandum to SteerCo Cash Flow/Disclosure (0.20); Review SteerCo responses regarding same (0.30); Memorandum to Saferstein regarding same (0.10); Review PRA spreadsheet (0.30); Memorandum to SteerCo regarding same (0.10); Memorandum to Saferstein regarding cash flow/Delay (0.10); Review Saferstein memorandum regarding same (0.10); Review O'Neal memorandum regarding same (0.10); Memorandum to	10.50

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		O'Neal regarding same (0.10); Memorandum to O'Neal regarding DS Hearing (0.10).	
09 Nov 2023	GGS	Legal research on motion to intervene.	1.30
09 Nov 2023	JS	Creditor correspondence; meeting with B. Rosen and UCC re: case status; SteerCo meeting; review 3AC settlement; meeting with B. Rosen, Debtors, UCC, and PC re: Distribution Principles; meeting with B. Rosen, Debtors, UCC, and PC re: Plan; meeting with client re: Plan; call with B. Rosen re: PSA; call with Cleary re: Plan; review and edit distribution principles	9.30
09 Nov 2023	MRV	Weekly call with steering committee (.5); call with Cleary and White & Case regarding plan issues (3.0).	3.50
10 Nov 2023	PDD	Genesis/Gemini: Review precedent and key documents (4.70); communications with team (0.50).	5.20
10 Nov 2023	MTH	Review revised plan and discuss with Tax team. Emails Cleary Gottlieb same	1.00
10 Nov 2023	BSR	Review ██████████ memorandum and PRA Amendment (0.30); Memorandum to ██████████ regarding same (0.10); Memorandum to SteerCo regarding same (0.10); Memorandum to J. Sazant regarding cash flows (0.10); Conference call with SteerCo regarding DCG/update, etc. (1.10); Revise PSA (1.70); Memorandum to SteerCo regarding UCC Meeting (0.10); Memorandum to Saferstein regarding cash flow Disclosure (0.10); memorandum to M. Renzi regarding materials (0.10); Review Renzi materials (1.20); Memorandum to Renzi regarding same (0.10); Review draft PRA Amendment (0.20); Memorandum to Abelson regarding same (0.10); Review A. Criste memorandum regarding same (0.20); Review PRA comments (0.30); Review NYAG memorandum regarding meeting (0.10); Memorandum to NYAG regarding same (0.10); Review ██████████ memorandum regarding call (0.10); Memorandum to ██████████ et al., regarding same (0.30); Teleconference with ██████████ regarding same (0.20); Review ██████████ memorandum regarding Distribution Principles (0.20); Memorandum to ██████████ regarding same (0.10); Further PSA revisions (0.80); Teleconference Abelson regarding SteerCo. Position (0.30); Teleconference with O'Neal regarding DS Hearing (0.10); Memorandum to SteerCo regarding updates (0.20); Memorandum to SteerCo. regarding DCG liquidity (0.10); Review same (0.30); Memorandum to Abelson regarding disclosure (0.10); Teleconference with Abelson regarding same (0.10); Revise PSA (0.60); Review Fee Statements (0.20); Memorandum to M. Volin regarding same (0.10); Review chart (0.20); Memorandum to J. Sazant regarding Plan (0.10); Memorandum to SteerCo regarding PSA (0.10); Review ██████████ memorandum regarding update (0.10); Memorandum to ██████████ regarding same (0.10); Review proposed solicitation schedule (0.20); Memorandum to R. Minott memorandum regarding same (0.10); Review ██████████ memorandum regarding releases (0.10); Memorandum to ██████████ same (0.10); Teleconference with ██████████ regarding Plan/PSA (0.50); Memorandum to Abelson regarding PSA (0.10); Memorandum to J. Sazant regarding Plan (0.10).	11.60
10 Nov 2023	YSH	Analysis of tax issues in connection with proposed restructuring.	0.70
10 Nov 2023	JS	Call with SteerCo; call with Debtors, UCC, and PC re: Plan; edit distribuion principles; call with client re: Plan; creditor	6.70

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		correspondence; call with Y. Habenicht re: tax issues; edit PSA; edit Plan; draft status update	
10 Nov 2023	MRV	Call with steering committee regarding plan issues (.6); revise sections of PSA for B. Rosen (.2); update professional fee chart (.3); review revised PRA and distribution principles (.3).	1.40
11 Nov 2023	BSR	Memorandum to Abelson regarding PSA comments (0.10); Review Plan Mark-up (0.90); Memorandum to J. Sazant regarding same (0.30); Memorandum to S O'Neal, et al., regarding Plan, etc. (0.10); Memorandum to O'Neal et al., regarding moving forward (0.10); Memorandum to SteerCo regarding update (0.10); Review Abelson memorandum regarding DCG/Call (0.10); Memorandum to Abelson regarding same (0.10); Memorandum to Abelson regarding Agenda (0.10); Review PSA (1.40).	3.20
11 Nov 2023	YSH	Review of disclosure statement and amended plan.	2.60
11 Nov 2023	JS	Edit Plan; correspondence with B. Rosen, debtors, and UCC re: same; edit distribution principles; correspondence with debtors and UCC re: same; review DS; correspondence with B. Rosen re: same; creditor communications	5.80
11 Nov 2023	MRV	Review revised plan, PSA, and status update.	0.40
12 Nov 2023	MTH	Correspondence, CGSH about draft plan comments. discussions same habenicht	0.80
12 Nov 2023	BSR	Memorandum to Abelson regarding UCC proposal (0.10); Memorandum to J. Sazant regarding Distribution Principle call (0.10); Review ██████████ memorandum regarding UCC proposal (0.10); Review ██████████ memorandum regarding same (0.10); Memorandum to Abelson regarding proposal Delivery (0.10); Review proposal (0.20); Memorandum to Abelson regarding same (0.10); Memorandum to SteerCo regarding same (0.10); Revise PSA to incorporate comments (3.90); Memorandum to Renzi regarding cash flows (0.10); Review ██████████ reply to same (0.10); Review Renzi reply to same (0.10); Review ██████████ memorandum regarding new member (0.10); Memorandum to ██████████ regarding same (0.10); Memorandum to Abelson, et al., regarding PSA (0.20); SteerCo conference call regarding proposal (1.00); Memorandum to Abelson regarding DCG proposal (0.30); Teleconference with Renzi regarding same (0.20); Conference call with Abelson and Geer regarding same (0.40); Teleconference with O'Neal regarding PRA, etc. (0.40); Memorandum to M. Volin, et al., regarding DS Comments (0.10); Memorandum to SteerCo regarding UCC Proposal position (0.10); Review ██████████ memorandum regarding same (0.10); Review NPV Analysis (0.20); Memorandum to SteerCo regarding same (0.10); Revise PSA (0.80); Teleconference with Abelson regarding PRA (0.30); Teleconference with J. Sazant regarding update (0.10); Draft Status Update (0.40).	10.00
12 Nov 2023	JS	Call with M. Weinberg re: Plan; SteerCo call re: Plan; call re: distribution principles; edit Plan; edit DS; edit PSA; edit Distribution Principles; creditor communications; calls with B. Rosen re: Plan and case status	9.40
12 Nov 2023	MRV	Call with steering committee, B. Rosen, and J. Sazant regarding plan issues (1.3); revise disclosure statement (1.9); call with Cleary and White and Case regarding distribution principles (.6); prepare chart summarizing material changes to disclosure statement (1.3).	5.10

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
13 Nov 2023	BSR	SteerCo conference call regarding update (0.50); Conference call with full AHG regarding same (1.20); Conference call with W&C regarding partial repayment agreement (0.70); Conference call with Abelson and O'Neal regarding update on PSA Plan Gemini, etc. (0.60); Conference call with A&M, et al. regarding reserve (0.50); Teleconference with ██████ regarding update (0.30); Review draft PRA amendment and memorandum to UCC regarding same (0.30); Review ██████ memorandum regarding status update (0.10); Memorandum to ██████ regarding same (0.10); Review ██████ memorandum regarding same (0.10); Teleconference with ██████ regarding update (0.30); Teleconference with Sazant regarding same (0.20); Memorandum to Sazant regarding preferences, etc (0.10); Review UCC proposal to DCG (0.20); Memorandum to Abelson regarding same (0.10); Memorandum to SteerCo regarding same (0.10); Review Abelson memorandum regarding delivery of proposal (0.10); Memorandum to Abelson regarding same (0.10); Review Abelson memorandum regarding same (0.10); Memorandum to Sazant regarding same (0.10); Review ██████ memorandum regarding group call (0.10); Memorandum to ██████ regarding same (0.10); Review ██████ an memorandum regarding AHG call (0.10); Memorandum to ██████ regarding same (0.10); Review ██████ memorandum regarding group (0.10); Memorandum to ██████ regarding same (0.10); Review Sciometla memorandum regarding reserve (0.20); Memorandum to Sazant regarding same (0.10); Review ██████ memorandum regarding PSA (0.10); Memorandum to ██████ regarding same (0.10); Review updated Distribution principles (0.40) Memorandum to ██████ regarding same (0.10).	7.40
13 Nov 2023	JS	Review Plan comments; correspondence with B. Rosen and Debtors re: same; edit Plan and DS; creditor communications; SteerCo Meeting; meeting with full AHG; correspondence with B. Rosen and debtors re: Partial Repayment Agreement; and meeting with UCC re: same	8.70
13 Nov 2023	MRV	Review revised disclosure statement and PRA (.4); weekly call with steering committee (.5); ad hoc group Q&A (1.6); call with White & Case, B. Rosen, and J. Sazant regarding PRA (.3); call with Debtors' advisors and J. Sazant regarding Gemini reserve (.4).	3.20
13 Nov 2023	ESG	Maintain docket calendar.	0.20
14 Nov 2023	PDD	Genesis Bankruptcy: Review court filings, key documents and issues re: intervention in Gemini dispute (4.70); t/c with J. Sazant and Litigation team re: same (0.50).	5.20
14 Nov 2023	BSR	Conference call with J. Sazant, et al. regarding Gemini reserve (0.50); Conference call with ██████ regarding AHG (0.50); Conference call with W&C, et al., regarding reserve (0.50); Conference call with HL, W&C, et al. regarding Ducera (0.50); Conference call with Debtors, UCC, et al. regarding Plan/Gemini/DS (1.10); Conference call with W&C regarding reserve (0.50); Meeting with W&C, et al. regarding discussions (1.00); Memorandum to S. Weise regarding Exchange Issue (0.10); Review S. Weise memorandum regarding same (0.10); Memorandum to R. Abelson regarding Article/Ross Decision (0.10); Review draft intervention stipulation (0.20); Memorandum to P. Doyle regarding same (0.10); Review PSA signature pages and memorandum regarding same (0.40); Review R. Minott memorandum regarding solicitation procedures (0.10); Memorandum to R. Minott regarding same (0.10); Review J. Dorchak memorandum regarding PSA (0.10);	8.40

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		Memorandum to J. Dorchak regarding same (0.10); Review R. Minott memorandum regarding same (0.10); Memorandum to R. Minott regarding same (0.10); Teleconference with J. VanLare regarding procedures (0.20); Memorandum to R. Minott regarding same (0.10); Memorandum to J. Sazant, et al. regarding next steps (0.10); Review M. Volin memorandum regarding same (0.10); Memorandum to M. Volin regarding same (0.10); Memorandum to J. Sazant regarding PSA changes (0.10); Revise PSA (1.10); Review J. Schvey EC (0.10); Memorandum to [REDACTED] regarding same (0.10); Memorandum to Parties regarding PSA (0.10); Memorandum to SteerCo regarding same (0.10).	
14 Nov 2023	WDD	Review proposed draft stipulation of intervention; Correspondence with team regarding draft proposed stipulation of intervention.	1.50
14 Nov 2023	GGG	Reviewed Joint Stipulation and Agreed Order Authorizing Intervention (.15); internal team meeting with W. Dalsen and J. Sazant (.25).	0.40
14 Nov 2023	JS	Correspondence with B. Rosen, debtors, and UCC re: Geminireserve; review joinder stipulation; correspondence with P. Doyle, W. Dalsen, and G. Sanchez Torres re: same; correspondence with B. Rosen, and debtors re: Distribution Principles; creditor communications	9.30
14 Nov 2023	MRV	Call with Cleary and White & Case regarding plan issues.	2.10
14 Nov 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.20
14 Nov 2023	ESG	Maintain docket calendar and register attorneys for upcoming hearings.	0.20
14 Nov 2023	ESG	Submit electronics order form for upcoming hearing per B. Rosen.	0.10
15 Nov 2023	PDD	Genesis Bankruptcy: Review key documents and strategy, tactics and issues re: potential intervention.	4.50
15 Nov 2023	BSR	Conference call with W&C regarding Gemini reserve (0.50); Conference call with SteerCo regarding update (1.10); Conference call with BTC Creditor Group (1.20); Teleconference with B. Geer regarding update/NPV (0.40); Review A. Parra comments to PSA (0.30); Memorandum to A. Parra regarding same (0.10); Review J. Sazant memorandum regarding distribution principles (0.30); Memorandum to J. Sazant regarding same (0.10); Review J. Sazant memorandum regarding reserve (0.10); Memorandum to J. Sazant regarding same (0.10); Memorandum to J. Sazant regarding Plan/DS (0.10); Review Weinberg memorandum regarding reserve (0.40); Memorandum to Geer regarding same (0.10); Review O'Neal memorandum regarding adjournment (0.10); Memorandum to J. Sazant regarding same (0.10); Memorandum to O'Neal regarding same (0.10); Memorandum to O'Neal regarding same (0.10); Review O'Neal memorandum regarding same (0.10); Review and revise draft memorandum regarding PSA importance (0.30); Review Dalsen memorandum regarding intervention (0.20); Memorandum to Dalsen regarding same (0.10); Revise PSA (0.90); Memorandum to Group regarding same (0.10); Review A. Parra memorandum regarding additional changes (0.30); Memorandum to [REDACTED] regarding same (0.10); Teleconference with [REDACTED] regarding update (0.40); Review [REDACTED] memorandum regarding NYAG (0.30); Memorandum to [REDACTED] regarding same (0.10).	8.10

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
15 Nov 2023	WDD	Call with G. Sanchez Tavarez regarding motion to intervene; Review intervention examples and research; Review initial draft motion to intervene.	1.70
15 Nov 2023	GGs	Telephone conference with W. Dalsen to discuss Motion to Intervene (.50);	1.60
15 Nov 2023	JS	Meeting with SteerCo; meeting with B. Rosen and UCC; edit Plan and DS; gather PSA signatures; meeting with B. Rosen and BTC creditors re: PSA; draft statement re: PSA; edit Distribution Principles; correspondence with B. Rosen, S. O'Neal, and clients re: same	5.30
15 Nov 2023	MRV	Review revised distribution principles (.2); call with steering committee (1); call with Bitcoin creditor group, B. Rosen, and J. Sazant (1); review UCC comments to PSA (.1).	2.30
15 Nov 2023	ESG	Maintain docket calendar and register attorneys for upcoming hearings.	0.30
15 Nov 2023	ESG	Maintain docket calendar.	0.10
15 Nov 2023	TRS	Send documents via DocuSign, per J. Sazant.	0.30
16 Nov 2023	PDD	Genesis Bankruptcy: Review filings and key documents including complaint and emails with team re: same.	6.30
16 Nov 2023	BSR	Conference call regarding information request (0.50); Conference call with Parties regarding Distribution Principles (0.50); Conference call with White & Case regarding Gemini reserve (1.00); Conference call with NYAG regarding BJ Trading (1.30); Conference call with O'Neal, et al. regarding update (0.40); Review Diligence Request (0.20); Memorandum to SteerCo regarding same (0.10); Review C. West memorandum regarding complaint/intervention (0.10); Memorandum to W. Dalsen regarding same (0.10); Memorandum to J. Sazant regarding Plan/DS (0.10); Review J. Sazant memorandum regarding same (0.10); Revise PSA (0.90); Memorandum to O'Neal, et al. regarding same; Memorandum to SteerCo regarding DCG meeting (0.10); Review O'Neal memorandum regarding PSA (0.10); Memorandum to O'Neal regarding same (0.10); Review [REDACTED] memorandum regarding DCG Proposal (0.10); Memorandum to SteerCo regarding same (0.10); Review A. Parra memorandum regarding Gemini reserve (0.10); Memorandum to A. Parra regarding same (0.10); Review Abelson memorandum regarding same (0.10); Memorandum to Abelson regarding same (0.10).	6.20
16 Nov 2023	WDD	Correspondence with counsel to UCC regarding proposed revisions to draft stipulation; Correspondence with team regarding proposed draft stipulation of intervention.	0.30
16 Nov 2023	GGs	Continue drafting motion to intervene.	1.00
16 Nov 2023	JS	Edit distribution principles; correspondence with B. Rosen, clients, UCC, and debtors re: same; SteerCo meeting; correspondence with creditors; correspondence with Debtors and UCC re: Gemini adversary proceeding; review Debtor pleadings	8.20
16 Nov 2023	MRV	Weekly call with steering committee.	1.40
16 Nov 2023	TRS	Send documents via DocuSign, per J. Sazant.	0.30
17 Nov 2023	PDD	Genesis Bankruptcy: Prepare for and lead tcs with W. Dalsen, G. Sanchez-Tavarez and J. Sazant re: strategy and tactics (1.70); review key documents and filings and plan for intervention (4.70).	6.40

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
17 Nov 2023	BSR	Review W. Dalsen memorandum regarding Intervention/DS (0.10); Memorandum to Dalsen regarding same (0.10); Review Dalsen memorandum regarding preference action (0.10); Memorandum to Dalsen regarding same (0.10); Review O'Neal memorandum regarding PSA language (0.10); Memorandum to O'Neal regarding same (0.10); Review plans regarding same (0.40); Revise PSA (1.70); Review [REDACTED] nsky memorandum regarding NYAG (0.10); Memorandum to [REDACTED] regarding same (0.10); Review Kolbrinsky memorandum regarding same (0.10); Memorandum to O'Neal, et al. regarding PSA (0.10); Conference call with UCC, Debtors, et al. regarding PSA (1.00); Revise same (0.80); Memorandum to O'Neal, et al., regarding same (0.10); Conference call with A&M, et al. regarding Distribution Principals (1.20); Teleconference with [REDACTED] regarding same (0.30); Review [REDACTED] regarding DS issues (0.10); Review Sazant memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Memorandum to O'Neal regarding PSA Execution (0.20); Memorandum to O'Neal regarding Gemini Reserve (0.10); Memorandum to J. Sazant regarding statement (0.10); Memorandum to Sazant regarding chart (0.10).	7.30
17 Nov 2023	WDD	Correspondence with team regarding intervention stipulation, case strategy, and next steps; Call with P. Doyle regarding case strategy and next steps; Correspondence with counsel to UCC regarding intervention stipulation.	1.00
17 Nov 2023	GGG	Reviewed draft answer and complaint from Genesis Debtors (1.00); Internal team discussion regarding motion to intervene (.50); email to and from J. Sazant regarding motion to intervene (.50);	2.00
17 Nov 2023	JS	Meeting with UCC re: Gemini reserve; meeting with SteerCo; edit distribution principles; correspondence with B. Rosen, clients, USD group, debtors, and UCC re: distribution principles; review plan and disclosure statement; creditor communications	8.30
17 Nov 2023	MRV	Call with Cleary and White & Case regarding plan issues (1.1); draft statement in opposition to disclosure statement (3.5).	4.60
17 Nov 2023	ESG	Distribute transcript from 11.7 hearing per J. Sazant.	0.10
17 Nov 2023	ESG	Call with veritext to discuss standing order for transcripts.	0.30
17 Nov 2023	ESG	Submit electronic device form for 11.30 hearing per B. Rosen.	0.20
17 Nov 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.30
18 Nov 2023	MTH	Corresp about distribution principles.	0.40
18 Nov 2023	BSR	Review R. Minott memorandum regarding solicitation procedures (0.10); Memorandum to R. Minott regarding same (0.10); Review M. Meises memorandum regarding same (0.10); Memorandum to J. Sazant et al., regarding threshold and reply (0.20); Review O'Neal memorandum regarding discussions (0.10); Memorandum to S. O'Neal regarding same (0.10); Review O'Neal memorandum regarding discussions (0.20); Memorandum to J. Sazant regarding same (0.10); Memorandum to Meises regarding solicitation procedures (0.10); Review O'Neal memorandum regarding discussions (0.10); Memorandum to O'Neal regarding same (0.10); Review Fryman memorandum regarding Tax/DS (0.10); Memorandum to M. Hamilton regarding same (0.10); Review Weinberg drafts of Plan and PSA (2.40); Teleconference with J. Sazant regarding same (0.30); Teleconference with Abelson	4.80

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		regarding same (0.40); Teleconference with O'Neal regarding same (0.20).	
18 Nov 2023	YSH	Analysis of tax issues in connection with proposed restructuring.	0.60
18 Nov 2023	JS	Edit statement in opposition of disclosure statement; correspondence with B. Rosen and M. Volin re: same; correspondence with B. Rosen, debtors, and UCC re: solicitation procedures	6.70
18 Nov 2023	MRV	Review revised plan and PSA.	0.20
19 Nov 2023	MTH	Review draft distribution principles	0.80
19 Nov 2023	BSR	Memorandum to J. Sazant regarding update (0.10); Review Sazant memorandum regarding same (0.10); Review threshold chart (0.20); Review Sazant memorandum regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Memorandum to Weinberg regarding changes (0.20); Finish review of PSA (0.60); Memorandum to SteerCo regarding same (0.20); Conference call with UCC, Debtors, et al. regarding PSA/Plan (0.70); Teleconference with aBelson regarding same (0.10); Memorandum to SteerCo regarding call (0.30); Teleconference with [REDACTED] regarding same etc. (0.40); Revise PSA (0.80); Conference call with SteerCo regarding Open Issues (1.60); Teleconference with J. Sazant regarding Gemini reserve (0.10); Review Sazant memorandum regarding same (0.10); Teleconference with Abelson regarding next steps (0.20); Teleconference with O'Neal regarding same (0.20); Teleconference with Abelson regarding same (0.20); Teleconference with [REDACTED] regarding same (0.30); Review VanLare memorandum regarding DS Adjournment (0.10); Memorandum to VanLare regarding same (0.10); Memorandum to SteerCo regarding update (0.30); Review [REDACTED] memorandum regarding updates (0.10); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Review B. Geer memorandum regarding DCG meeting (0.10); Review [REDACTED] memorandum regarding collateral/Loan (0.10); Memorandum to T. [REDACTED] regarding same (0.10); Revise PSA (1.30); Memorandum to Parties regarding same (0.10).	9.10
19 Nov 2023	MRR	Reviewing the motion to intervene.	0.20
19 Nov 2023	GGs	Continue working on motion to intervene.	1.10
19 Nov 2023	JS	Meetings and other correspondence with B. Rosen, debtors, and UCC re: PSA; correspondence with clients re: case status and Plan; edit statement in opposition to disclosure statement; correspondence with B. Rosen	6.70
19 Nov 2023	MRV	Calls with Cleary and White & Case regarding plan issues (.8); review revised statement in opposition to disclosure statement (.2); call with steering committee regarding plan issues (1.6).	2.60
19 Nov 2023	ESG	Maintain docket calendar.	0.10
19 Nov 2023	ESG	Submit invoice for transcript.	0.10
20 Nov 2023	PDD	Genesis Bankruptcy: Review Gemini claim and related issues.	3.60
20 Nov 2023	MTH	Genesis - Weekly AGH meeting.	0.90
20 Nov 2023	BSR	SteerCo call regarding update (1.00) Conference call with AHG regarding same (1.10); Review Abelson memorandum regarding Joint call (0.10); Memorandum to Abelson regarding same (0.10); Review [REDACTED] memorandum regarding PSA (0.10); Memorandum to	7.00

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		<p>regarding same (0.10); Review memorandum regarding WDOC beats (0.10); Memorandum to regarding same (0.10); Memorandum to SteerCo regarding UCC calls (0.10); Memorandum to SteerCo regarding same (0.10); Memorandum to Saferstein regarding access (0.10); Teleconference with J. VanLare regarding DS Hearing (0.20); Memorandum to regarding same (0.10); Memorandum to regarding liquidity meeting (0.20); Memorandum to SteerCo regarding DS Hearing (0.10); Teleconference with O'Neal regarding same (0.10); Memorandum to Abelson regarding Gemini reserve (0.10); Memorandum to regarding liquidity (0.10); Memorandum to SteerCo regarding adjournment (0.10); Review Notice regarding same (0.10); Review Abelson memorandum regarding UCC/SteerCo. call (0.10); Memorandum to Abelson regarding same (0.10); Review R. Fiedler memorandum regarding fees (0.10); Memorandum to Fiedler regarding same (0.10); Review Abelson memorandum regarding UCC meeting (0.10); Memorandum to Abelson regarding same (0.10); Revise PSA (1.20); Memorandum to Abelson, et al., regarding same (0.20); Memorandum to SteerCo regarding same (0.10); Review Crondesk Article (0.20); Memorandum to SteerCo regarding same (0.10); Review memorandum regarding liquidity meeting (0.20); Memorandum to regarding same (0.20); Memorandum to J. Sazant regarding engagement letter (0.10).</p>	
20 Nov 2023	IDA	Research regarding intervention in SDNY Bankruptcy courts for motion to intervene; edited draft motion to intervene and sent to G. Sanchez Tavarez for review	4.30
20 Nov 2023	YSH	Analysis of tax issues in connection with restructuring	0.60
20 Nov 2023	TTM	Attend weekly all-hands group call and summarize contents of call for Y. Habenicht and M. Hamilton (1.0 hrs).	1.00
20 Nov 2023	MRR	Researching Southern District of New York cases where a creditor/lender is seeking to intervene in an adverse proceeding against debtors and editing the motion to intervene.	3.30
20 Nov 2023	GGs	Continue work on Motion to Intervene.	1.00
20 Nov 2023	JS	SteerCo call; weekly meeting with AHG; creditor correspondence; call with B. Rosen re: Plan; edit Plan; correspondence with B. Rosen and M. Volin re: same; gather PSA signatures; review claim objections	8.30
20 Nov 2023	MRV	Review revised statement in opposition to disclosure statement (.2); weekly call with steering committee (.6); weekly ad hoc group call (.8); call with J. Sazant regarding plan (.1); review and revise plan (1.4).	3.10
21 Nov 2023	PDD	Genesis Bankruptcy: Review court filings and key documents re: Gemini arguments.	3.80
21 Nov 2023	MTH	Genesis - Conference call re distribution principles.	0.90
21 Nov 2023	BSR	SteerCo/UCC/Genesis call regarding PRA/Liquidity, etc. (1.00); Meeting with DCG regarding liquidity issues (2.80); SteerCo update call (0.50); Review Popat memorandum regarding same (0.10); Memorandum to , et al. regarding same (0.10); Review PRA Amendment (0.30); Memorandum to SteerCo regarding same (0.10); Review memorandum regarding PSA changes (0.20); Memorandum to regarding same (0.10); Teleconference	7.50

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		with J. Sazant regarding update/next steps (0.30); Revise PSA (0.80); Memorandum to O'Neal regarding same (0.10); Memorandum to J. Sazant, et al. regarding motion summaries (0.10); Review Insurance Motion (0.30); Review conditions Precedent (0.10); Memorandum to J. Sazant regarding same (0.10); Memorandum to ██████ regarding PSA agreement (0.20); Review ██████ memorandum regarding same (0.10).	
21 Nov 2023	WDD	Correspondence with team; review draft motion to intervene.	0.20
21 Nov 2023	YSH	Analysis of tax issues in connection with the restructuring.	0.80
21 Nov 2023	TTM	Tax call regarding Distribution Principles (0.5 hrs).	0.50
21 Nov 2023	GGG	Continue working on motion to intervene.	2.10
21 Nov 2023	MRV	Attend DCG meeting (2.6); revise plan (2.3); review and summarize insurance motion (.5).	5.40
21 Nov 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.20
22 Nov 2023	PDD	Genesis Bankruptcy: Review Gemini claims and potential intervention and opposition strategy and tactics.	2.80
22 Nov 2023	MTH	Genesis - Conference call re distribution principles. Work on same.	1.30
22 Nov 2023	BSR	Conference call with Special Committee, et al. regarding PRS, etc. (1.00); Conference call with SteerCo regarding update (0.50); Memorandum to ██████ regarding PSA/Plan (0.20); Review J. Sazant memorandum regarding one-pager and revise (0.30); Memorandum to J. Sazant regarding same (0.10); Teleconference with ██████ regarding PSA (0.40); Review and revise ██████ memorandum regarding same (0.30); Memorandum to SteerCo regarding one-pager (0.20); Memorandum to ██████ regarding same (0.10); Review A. Parra memorandum regarding PRA (0.20); Memorandum to P. Abelson regarding same (0.10).	3.40
22 Nov 2023	WDD	Revise draft motion to intervene.	2.60
22 Nov 2023	TTM	Call with White and Case and Cleary tax teams to discuss Distribution Principles.	0.50
22 Nov 2023	GGG	Review and respond to email from W. Dalsen regarding motion to intervene.	0.10
22 Nov 2023	JS	Meeting with BTC creditors re: PSA; meeting with debtors and UCC re: PRA; SteerCo Meeting; draft PSA summary; creditor communications; call with UCC re: PRA; edit PSA and Plan	6.20
22 Nov 2023	MRV	Call with Special Committee, UCC, and steering committee (1); daily call with steering committee (.6); review Pryor Cashman comments to plan and PSA (.1).	1.70
22 Nov 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.30
22 Nov 2023	ESG	Submit electronic device form for B. Rosen for 11/28 hearing.	0.10
22 Nov 2023	ESG	Maintain docket calendar and register attorneys for upcoming hearings.	0.20
23 Nov 2023	BSR	Teleconference with ██████ regarding update (0.30)	0.30
23 Nov 2023	WDD	Revise draft motion to intervene.	0.40
24 Nov 2023	BSR	Teleconference with ██████ regarding PSA/update (0.30); Memorandum to O'Neal regarding collateral/setoff (0.10); Review J. Sazant memorandum regarding same (0.10); Review PRA deck	1.50

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		(0.20); Memorandum to J. Sazant regarding same (0.10); Memorandum to P. Strom regarding same (0.10); Memorandum to [REDACTED] regarding PSA changes (0.10); Revise PSA (0.30); Memorandum to [REDACTED] regarding PSA Execution (0.10); Review Silverman memorandum regarding same (0.10).	
24 Nov 2023	JS	Communications with B. Rosen and creditors re: case status	0.50
25 Nov 2023	BSR	Review correspondence regarding PRA Amendment (0.30); Memorandum to O'Neal regarding same (0.10); Teleconference with O'Neal regarding same (0.20); Memorandum to J. Sazant regarding Plan changes (0.10); Teleconference with J. Sazant regarding same (0.20); Memorandum to SteerCo regarding PRA Deck (0.10); Review Final Deck (0.10); Memorandum to J. Massey regarding amendment (0.10); Review same (0.30); SteerCo conference call regarding PRA/PSA, etc (0.50); Memorandum to J. Sazant regarding blackline (0.10); Review Plan changes (0.30); Memorandum to Tax Team regarding update (0.10) Review Hamilton memorandum regarding same (0.10); Revise PSA (0.20); Memorandum to [REDACTED] regarding PSA/Plan changes (0.20); Memorandum to O'Neal, et al. regarding same (0.20); Review [REDACTED] memorandum regarding changes/PRA (0.10); Memorandum to [REDACTED] regarding same (0.10); Review O'Neal memorandum regarding same (0.10); Review [REDACTED] memorandum regarding execution (0.10); Memorandum to [REDACTED] regarding same (0.10); Review [REDACTED] memorandum regarding PSA (0.10); Memorandum to [REDACTED] regarding same (0.10); Memorandum to J. Sazant regarding [REDACTED] memorandum (0.10)	4.00
25 Nov 2023	TTM	Review draft motion regarding treatment of NOLs in context of consolidated group [0.8 hrs].	0.80
25 Nov 2023	JS	Edit Plan; edit PSA; correspondence with B. Rosen re: same; correspondence with B. Rosen, debtors, and UCC re: PRA; creditor communications	2.80
25 Nov 2023	MRV	Daily call with steering committee (.4); review PRA deck (.2).	0.60
26 Nov 2023	BSR	Review [REDACTED] memorandum regarding Crypto call (0.10); Memorandum to [REDACTED] regarding same (0.10); Teleconference with [REDACTED] regarding same (0.10); Teleconference with [REDACTED] regarding same (0.30); Conference call with [REDACTED] regarding Crypto group (1.50); Conference call with White & Case and Cleary regarding Plan/PSA, etc (1.40); Teleconference with P. Abelson regarding same (0.20); Memorandum to [REDACTED] regarding Dollarization (0.10); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Review [REDACTED] memorandum regarding PSA (0.30); Memorandum to [REDACTED] regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Review McDermott 2019 statement (0.20); Memorandum to Sazant and Volin regarding same (0.10); Review reserve language (0.10); Draft termination notice (0.20); Memorandum to O'Neal regarding same (0.10).	5.20
26 Nov 2023	YSH	Review and markup of NOL motion and order.	1.80
26 Nov 2023	JS	Meeting with creditor re: claim; meeting with Crypto AHG; correspondence with B. Rosen re: same; draft status update; draft response to creditor statements; review Crypto AHG 2019 Statement; correspondence with B. Rosen re: same	8.70

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
26 Nov 2023	MRV	Call with [REDACTED] and J. Sazant (.5); review crypto group 2019 statement and emails with B. Rosen and J. Sazant regarding same (.2); review crypto group statement of intent (.2).	0.90
27 Nov 2023	MTH	Internal sessions with Rosen and Savant, participate on group, call with lenders, review revised documents.	2.30
27 Nov 2023	BSR	Conference call with Tax Team regarding NOL motion and dollarization (0.40); Conference call with AHG regarding update/PSA, DS, etc. (1.40); Conference call with Cleary, W&C, et al., regarding Plan/DS, etc. (0.60); Teleconference with P. Abelson regarding same (0.30); Teleconference with J. Sazant regarding same (0.20); Teleconference with S. O'Neal regarding hearing (0.20); Conference call with [REDACTED], et al regarding collateral/setoff (0.50); Teleconference with [REDACTED] regarding same (0.40); Conference call with O'Neal, et al regarding Gemini Reserve (0.50); Review and revise language regarding same (0.40); Memorandum to J. Sazant regarding PSA signatures (0.10); Review J. Sazant memorandum regarding same (0.10); Revise PSA Exhibits (0.40); Memorandum to [REDACTED] regarding proposal (0.10); Review J. Sazant memorandum regarding [REDACTED] documents (0.50); Memorandum to J. Sazant regarding same (0.10); Review J. Sazant memorandum regarding same (0.10); Draft termination right regarding collateral (0.20); Memorandum to O'Neal regarding same (0.10); Memorandum to J. Sazant regarding 562 (0.10); Review J. Sazant memorandum regarding same (0.10); Research 562 (0.80); Review Weinberg memorandum regarding termination (0.10); Memorandum to Weinberg regarding same (0.10); Revise PSA regarding same (0.30); Memorandum to [REDACTED] regarding O'Neal call (0.10); Review [REDACTED] memorandum regarding same (0.10); Review [REDACTED] memorandum regarding PSA (0.10); Memorandum to [REDACTED] regarding same (0.10); Memorandum to J. Sazant regarding reserve language (0.10); Review McDermott 2019 (0.10); Teleconference with O'Neal regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Draft status update regarding PSA (0.40); Review [REDACTED] memorandum regarding PSA (0.10); Memorandum to [REDACTED] regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Review R. Minott timeline (0.10); Memorandum to Minott regarding same (0.10); Review [REDACTED] memorandum regarding PSA signatures (0.10); Memorandum to [REDACTED] regarding same (0.10); Review J. Sazant memorandum regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.20); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Review G. Steinman memorandum regarding requests (0.20); Memorandum to G. Steinman regarding same (0.10); Revise [REDACTED] memorandum regarding PSA (0.10); Memorandum to [REDACTED] regarding same (0.10); Review Parra memorandum regarding DP Change (0.10); Memorandum to DP regarding same (0.10); Review O'Neal memorandum regarding same (0.10); Review Abelson memorandum regarding same (0.10); Memorandum to O'Neal regarding same (0.10); Review Abelson memorandum regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Memorandum to	13.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		██████ regarding collateral call (0.20); Revise collateral language and distribute (0.20); Memorandum to ██████ regarding same (0.10); Review ██████ Memorandum regarding same (0.10).	
27 Nov 2023	WDD	Correspondence with counsel to UCC regarding stipulation to intervene; Revise draft motion to intervene; Correspondence with J. Sazant regarding adversary proceeding status and next steps; Correspondence with G. Sanchez Tavaréz regarding draft motion to intervene;	3.20
27 Nov 2023	IDA	Discussion with G. Sanchez Tavaréz regarding potential pleadings	0.30
27 Nov 2023	YSH	Review and analysis of tax issues - 0.50; Call with B. Rosen, M. Hamilton, J. Sazant and T. Multari regarding tax issues - 0.25; Call with ADHOC Group - 1.25.	2.00
27 Nov 2023	TTM	Proskauer internal call with M. Hamilton, B. Rosen, Y. Habenicht, and J. Sazant and prepare summary of tax issue discussed on call for M. Hamilton review [1.0 hrs]; review Y. Habenicht comments to draft NOL motion [0.5 hrs]; weekly all-hands call [1.3 hrs].	2.80
27 Nov 2023	MRR	Corresponding with G. Sanchez Tavaréz regarding motion to intervene edits.	0.20
27 Nov 2023	GGG	Review and revise motion to intervene.	2.50
27 Nov 2023	JS	Edit PSA; edit Plan; edit DS; correspondence with B. Rosen, clients, debtors, UCC, and Gemini re: same; weekly AHG call; SteerCo call; correspondence with creditors	12.20
27 Nov 2023	MRV	Call with B. Rosen, M. Hamilton, J. Sazant, J. Habenicht, and T. Multari regarding tax issues (partial) (.2); review status update (.2); daily call with steering committee (.8); weekly ad hoc group call (1.4); review crypto group objection (.2); emails with J. Sazant regarding T. Gorisse stipulation and review related documents (.2).	3.00
27 Nov 2023	ESG	Create binder per B. Rosen.	0.50
27 Nov 2023	ESG	Submit electronic devices form for B. Rosen.	0.10
28 Nov 2023	PDD	Genesis Bankruptcy: Review intervention strategy, issues and proposals.	2.80
28 Nov 2023	MTH	Review revised NOL motion and discuss internally	0.80
28 Nov 2023	BSR	Review Genesis memorandum regarding PSA (0.10); Memorandum to ██████ regarding same (0.10); Review Abelson memorandum regarding same (0.10); Review materials and revise PSA regarding signatures for Hearing (3.90); Attend DS Hearing (3.40); Correspondence regarding signatures (0.70); Memorandum to VanLare regarding DS change (0.10); Review and revise status update (0.30); Memorandum to Group regarding Gemini meeting (0.10); Memorandum to Frelinghuysen regarding same (0.10); Review Frelinghuysen memorandum regarding same (0.10).	9.10
28 Nov 2023	IDA	Reviewed draft complaint; call with G. Sanchez Tavaréz regarding edits to complaint and case background	0.80
28 Nov 2023	GGG	Review and respond to emails regarding scheduling of meet and confer (.30); continue drafting complaint (.70);	1.00
28 Nov 2023	JS	Attend DS hearing; travel to and from DS hearing; edit PSA; review PSA; review Plan; review DS; creditor communications; draft status update for AHG; edit claim stipulation	14.80

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
28 Nov 2023	MRV	Draft stipulation regarding [REDACTED] setoff (3.3); daily call with steering committee (.2); attend disclosure statement hearing (3.2); discuss stipulation with J. Sazant (.1).	6.80
28 Nov 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.30
28 Nov 2023	ESG	Submit electronic device form for B. Rosen	0.10
28 Nov 2023	AJ	9:00-10:00 = Copy check Genesis binder per E. Gaspar (1.00); Fill out electronic devices form and coordinate with chambers per J. Sazant (1.50).	2.50
29 Nov 2023	PDD	Genesis Bankruptcy: Prepare for and participate in meet and confer with debtor, UCC, and Gemini re: intervention schedule and tactical issues (2.80); review issues raised by Gemini claim to seek discovery against Ad Hoc Committee (2.80).	5.60
29 Nov 2023	VI	Analyze bankruptcy pleadings and related case issues; Review status and next steps.	1.00
29 Nov 2023	BSR	Revise PSA Execution copies and Joinder Agreement (3.10); Conference call with Cleary, et al., regarding next steps (1.00); Conference call with SteerCo regarding same (0.80); Memorandum to all regarding redacted version (0.10); Teleconference with R. Minott regarding same (0.10); Review P. Doyle memorandum regarding intervention (0.20); Memorandum to P. Doyle regarding same (0.10); Review BRG Case Flow Summary (0.50); Memorandum to M. Renzi regarding same (0.10); Review DS changes (0.20); Memorandum to VanLare regarding same (0.10); Teleconference with [REDACTED] regarding update (0.40); Teleconference with Abelson regarding DCG efforts (0.30).	7.00
29 Nov 2023	WDD	Attend meet/confer regarding intervention and case schedule.	0.60
29 Nov 2023	YSH	Review and markup of motion and order regarding treatment of NOLs.	2.00
29 Nov 2023	TTM	Review comments received to draft NOL motion and summarize for M. Hamilton and Y. Habenicht review.	0.80
29 Nov 2023	GGs	Continue working on complaint (.50); draft notice of appearance (.20); Meet and Confer regarding schedule and stipulation (.30);	1.20
29 Nov 2023	JS	Meet with SteerCo; call with debtors and UCC re: DS; draft stipulation; correspondence with P. Doyle, W. Dalsen, and B. Rosen re: intervention; creditor correspondence; finalize PSA; correspondence with B. Rosen re: same	9.20
29 Nov 2023	MRV	Daily call with steering committee (.7); call with Cleary and White & Case regarding plan supplement issues (1.1); review and analyze claim objections for ad hoc group member claims (.6).	2.40
30 Nov 2023	PDD	Genesis Bankruptcy: Analyze and outline issues re: defending discovery demands by Gemini, including drafting strategy outline and talking point (3.80); review talking points with J. and others (0.80); prepare for meet and confer (2.60); participate in Zoom conference with Gemini counsel re: discovery disputes (0.50).	7.70
30 Nov 2023	BSR	Conference call with White & Case, et al., regarding WDOC/LOC Posts (0.60); Review O'Neal memorandum regarding McDermott language (0.10); Memorandum to O'Neal regarding same (0.10); Memorandum to SteerCo regarding Status (0.30); Review Abelson memorandum regarding Exchange Language (0.10); Memorandum to J. Sazant regarding same (0.10); Review Doyle/Stancil correspondence regarding discovery (0.20); Memorandum to P.	1.80

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		Doyle regarding same (0.10); Review Ben Davenport memorandum regarding group (0.10); Review J. Sazant memorandum regarding same (0.10).	
30 Nov 2023	MTL	Reasearched how rule 2019 applies to ad hoc group members in SDNY cases.	1.20
30 Nov 2023	GGs	Review and respond to emails from P. Doyle regarding meet and confer with M. Stancil regarding intervention (.20); Meet and confer with M. Stancil, Peter Doyle and Jordan Sazant.	0.80
30 Nov 2023	JS	Call with UCC re: committee appointments; attend hearing; calls with Gemini, P. Doyle, and G. Sanchez-Tavares; draft and edit nomination solicitation notice; correspondence with B. Rosen and UCC re: same	3.80
30 Nov 2023	MRV	Attend hearing (1.3); review and analyze claim objections for ad hoc group member claims (2.9); review revised [REDACTED] stipulation (.1).	4.30
30 Nov 2023	ESG	Maintain docket calendar and register attorneys for upcoming hearings.	0.50

Client Name Committee of Facility B Lenders (87307)
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Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees Amount</u>
<u>Partner</u>			
Bettwy, Andrew	1.60	1,925.00	3,080.00
Doyle, Peter D.	67.40	2,050.00	138,170.00
Friedman, Robert A.	1.00	1,875.00	1,875.00
Hamilton, Martin T.	12.00	1,750.00	21,000.00
Hamilton, Martin T.	14.80	1,915.00	28,342.00
Indelicato, Vincent	2.00	1,780.00	3,560.00
Rosen, Brian S.	172.50	1,950.00	336,375.00
Rosen, Brian S.	201.90	2,135.00	431,056.50
Weise, Steven O.	7.40	2,075.00	15,355.00
Total Partner	480.60		\$ 978,813.50
<u>Senior Counsel</u>			
Dalsen, William D.	13.00	1,560.00	20,280.00
Total Senior Counsel	13.00		\$ 20,280.00
<u>Associate</u>			
An, Matthew M.	5.70	1,395.00	7,951.50
Anderson, Isaiah D.	5.40	1,090.00	5,886.00
Habenicht, Yomarie S.	21.90	1,275.00	27,922.50
Habenicht, Yomarie S.	15.40	1,395.00	21,483.00
LaBerge, Marielle T.	1.20	950.00	1,140.00
Multari, Thomas T.	26.00	1,075.00	27,950.00
Multari, Thomas T.	7.20	1,175.00	8,460.00
Richard, Margo R.	3.70	1,090.00	4,033.00
Sanchez Tavarez, Genesis G.	17.10	1,235.00	21,118.50
Sazant, Jordan	135.30	1,275.00	172,507.50
Sazant, Jordan	208.10	1,395.00	290,299.50
Slaton, Carrie R.	0.50	995.00	497.50
Volin, Megan R.	38.90	1,215.00	47,263.50
Volin, Megan R.	73.40	1,330.00	97,622.00
Total Associate	559.80		\$ 734,134.50
<u>Paralegal</u>			
Freedline, Daniel S.	2.90	340.00	986.00
Gaspar, Ella S.	7.60	340.00	2,584.00
Gaspar, Ella S.	6.90	375.00	2,587.50
Jonasz, Alexandra	2.50	320.00	800.00

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<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees Amount</u>
Shecter, Tara R.	2.00	340.00	680.00
Shecter, Tara R.	0.60	375.00	225.00
Total Paralegal	22.50		\$ 7,862.50
Professional Fees	1,075.90		\$ 1,741,090.50

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Invoice Number 21225600

Disbursement Summary

<u>Disbursements and Other Charges</u>	<u>Amount</u>
Computerized Research	7,433.55
Copying & Printing	168.00
Corporate Services	183.79
Database Search Services	117.90
Local Delivery	73.40
Meals	35.93
PACERPRO	8.00
Proofreading	243.00
Secreterial Overtime	300.00
Transcripts	6,021.30
Word Processing	326.25
Total Disbursements	\$ 14,911.12

Total Billed

\$ 1,756,001.62



Proskauer Rose LLP Eleven Times Square, New York, NY 10036-8299

Remittance Advice

Federal ID: 13-1840454

Genesis Global Capital, LLC
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006

Invoice: 21225600
Invoice Date: 20 Dec 2023
Client Matter ID: 87301.0001

Attn: Sean O'Neal

Remit To:
Proskauer Rose LLP
Eleven Times Square
New York, NY 10036-8299
ATTN: Accounts Receivable

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001

Total Due This Invoice

\$ 1,756,001.62

Outstanding Invoices

<u>Date</u>	<u>Invoice</u>	<u>Total</u>	<u>Credits Applied</u>	<u>Remaining Balance</u>
28 Feb 2023	21163173	892,660.90	0.00	892,660.90
29 Mar 2023	21172181	599,210.76	0.00	599,210.76
26 Apr 2023	21178142	500,505.13	0.00	500,505.13
22 May 2023	21183447	272,087.08	0.00	272,087.08
25 Jul 2023	21194983	989,906.68	0.00	989,906.68
29 Aug 2023	21203533	240,841.41	0.00	240,841.41
19 Sep 2023	21204677	265,491.50	0.00	265,491.50
16 Oct 2023	21215363	964,314.12	0.00	964,314.12
Total Outstanding				\$ 6,481,019.20

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001



Proskauer Rose LLP Eleven Times Square, New York, NY 10036-8299

Federal ID: 13-1840454

Genesis Global Capital, LLC
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006

Invoice: 21231235
Invoice Date: 25 Jan 2024
Client Matter ID: 87301.0001

Attn: Sean O'Neal

RE: Debt Restructuring

For legal services rendered for the period ending December 31, 2023 as set forth in this invoice.

Fees Billed	\$ 880,143.50
Disbursements Billed	\$ 8,984.78
Total Due This Invoice	\$ 889,128.28

Outstanding Invoices

<u>Date</u>	<u>Invoice</u>	<u>Total</u>	<u>Credits Applied</u>	<u>Remaining Balance</u>
28 Feb 2023	21163173	892,660.90	0.00	892,660.90
29 Mar 2023	21172181	599,210.76	0.00	599,210.76
26 Apr 2023	21178142	500,505.13	0.00	500,505.13
22 May 2023	21183447	272,087.08	0.00	272,087.08
25 Jul 2023	21194983	989,906.68	0.00	989,906.68
29 Aug 2023	21203533	240,841.41	0.00	240,841.41
19 Sep 2023	21204677	265,491.50	0.00	265,491.50
16 Oct 2023	21215363	964,314.12	0.00	964,314.12
20 Dec 2023	21225600	1,756,001.62	0.00	1,756,001.62
Total Outstanding				\$ 7,370,147.48

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001

We do not change our bank account details. Do not reply to or act upon any email you receive purporting to advise you that our bank account details have changed. Please telephone your contact at our office before transferring any funds.

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Description of Services Rendered

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
01 Dec 2023	PDD	Genesis Bankruptcy: Review issues with scheduling and proposed stipulations and related communications.	2.30
01 Dec 2023	BSR	Memorandum to J. Sazant regarding status report (0.10); Conference call with D. Islam, et al., regarding next steps (0.50); Review language regarding SOF Objection (0.10); Review Abelson memorandum regarding same (0.10); Memorandum to VanLare regarding same (0.10); Review J. Sazant memorandum regarding ██████ request (0.10); Memorandum to J. Sazant regarding same (0.10); Teleconference with Geoffrey Andreu regarding NYAG Investigation (0.30); Review J. Sazant memorandum regarding exclusivity (0.20); Memorandum to Group regarding same (0.10); Review O'Neal memorandum regarding same (0.10); Review and revise Nomination memorandum (0.40); Review Minott memorandum regarding plan change (0.20); Memorandum to R. Minott regarding same (0.10); Memorandum to O'Neal regarding exclusivity (0.10); Review O'Neal Gemini construct (0.20); Memorandum to O'Neal regarding same (0.10); Review O'Neal memorandum regarding same (0.10); Review ██████ memorandum regarding DCG/PRA Issue (0.10); Memorandum to ██████ regarding same (0.10); Review ██████ memorandum regarding redaction (0.10); Memorandum to J. Sazant regarding same (0.10); Review Sazant revised nomination memorandum (0.20); Review A. Parra memorandum regarding same (0.10); Memorandum to A. Parra regarding same (0.10); Review A. Frelinghuysen memorandum regarding Gemini meeting (0.10); Memorandum to Frelinghuysen regarding same (0.10); Review A. Parra memorandum regarding Nomination FAQ (0.10); Memorandum to A. Parra regarding same (0.10); Memorandum to Abelson, et al., regarding Gemini meeting (0.10); Memorandum to J. Sazant regarding status report (0.10); Memorandum to ██████ regarding update (0.20); Memorandum to SteerCo regarding Gemini construct (0.20); Teleconference with ██████ regarding DCG discussions (0.40); Teleconference with O'Neal regarding meeting (0.30).	5.50
01 Dec 2023	WDD	Review proposed stipulation; Correspondence with team regarding proposed stipulation.	0.40
01 Dec 2023	GGG	Review and respond to emails regarding stipulation to intervene.	0.30
01 Dec 2023	JS	Correspondence with B. Rosen and UCC re: nomination process; draft status update.	2.80
01 Dec 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.30
02 Dec 2023	BSR	Review and revise status report (0.50); Memorandum to J. Sazant regarding nomination memorandum (0.10); Teleconference with ██████ regarding update (0.30); Review ██████ t memorandum (0.10); Memorandum to ██████ regarding update (0.10); Teleconference with Abelson regarding update (0.30); Review correspondence regarding DS objections (0.50); Review correspondence regarding Gemini intervention (0.30).	2.20
02 Dec 2023	JS	Draft status update; creditor correspondence; committee nomination solicitation.	0.50

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 Invoice Number 21231235

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02 Dec 2023	MRV	Review status update and J. Sazant email regarding committee nominations.	0.20
03 Dec 2023	BSR	Review O'Neal memorandum regarding DCG meeting (0.10); Memorandum to [REDACTED] regarding same (0.10); Memorandum to O'Neal regarding same (0.10); Review O'Neal memorandum regarding same (0.10); Memorandum to O'Neal regarding same (0.10); Review [REDACTED] memorandum regarding open issues (0.30); Memorandum to [REDACTED] regarding same (0.60); Teleconference with [REDACTED] regarding same (0.40); Review Abelson memorandum regarding DCG meeting (0.20); Memorandum to SteerCo/UCC regarding Gemini Prep meeting (0.10); Review O'Neal memorandum regarding DCG Meeting (0.10); Memorandum to O'Neal regarding same (0.10); Review draft stipulation regarding collateral (0.50).	2.80
03 Dec 2023	JS	Creditor correspondence; emails with B. Rosen re: case status.	0.70
04 Dec 2023	BSR	Conference call with SteerCo regarding Gemini meeting (0.50); Conference call with SteerCo regarding update (0.70); Conference call with AHG regarding same (1.20); Meeting with Gemini, UCC and Debtor Counsel regarding proposal (2.30); Review O'Neal memorandum regarding DCG meeting (0.10); Memorandum to O'Neal regarding same (0.10); Review W. Dalsen memorandum regarding Intervention Issues (0.10); Memorandum to Dalsen regarding same (0.10); Review Frelinghuysen memorandum regarding meeting (0.10); Memorandum to Frelinghuysen regarding same (0.10); Memorandum to O'Neal regarding same (0.10); Review O'Neal memorandum regarding same (0.10); Memorandum to [REDACTED] regarding AHG (0.10); Teleconference with [REDACTED] regarding same (0.30); Memorandum to Reazi regarding spreadsheets (0.10); Review same (0.40); Memorandum to [REDACTED] regarding nominations (0.10); Memorandum to O'Neal regarding Gemini proposal (0.10); Review [REDACTED] memorandum regarding DCG meeting attendees (0.10); Memorandum to [REDACTED] regarding same (0.10); Review Gemini/Debtor Term Sheet (0.30); Review O'Neal Memorandum regarding DCG meeting (0.10); Memorandum to O'Neal regarding same (0.10); Memorandum to SteerCo regarding Gemini meeting (0.20).	7.50
04 Dec 2023	WDD	Correspondence with B. Rosen regarding status of adversary proceeding; Review meet/confer notes from G. Sanchez Tavarez;	0.60
04 Dec 2023	YSH	Attended weekly call.	0.50
04 Dec 2023	TTM	Weekly ad hoc group call (0.5 hrs); coordinate with J. Sazant and Y. Habenicht on next steps and approach (0.3 hrs).	0.80
04 Dec 2023	GGs	Review and respond to emails regarding stipulation to intervene.	0.10
04 Dec 2023	JS	Meetings with SteerCo and AHG; draft status update; correspondence with B. Rosen and creditors re: post-bankruptcy committees	1.80
04 Dec 2023	MRV	Call with UCC and steering committee regarding Gemini issues (1); weekly call with steering committee (.6); weekly ad hoc group call (.4); meeting with Cleary, White & Case, Hughes Hubbard, and B. Rosen (2.3).	4.30
05 Dec 2023	PDD	Genesis Bankruptcy: Review Gemini issues and prepare for t/cs.	3.70
05 Dec 2023	BSR	Review [REDACTED] memorandum regarding questions (0.20); Memorandum to J. Sazant regarding same (0.10); Teleconference	7.60

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		with J. Sazant regarding same (0.10); Review [REDACTED] memorandum regarding Gemini (0.20); Memorandum to [REDACTED] regarding same (0.10); Review Dalsen memorandum regarding Gemini/update (0.10); Memorandum to W. Dalsen regarding same (0.10); Teleconference with Abelson regarding Gemini update (0.40); Memorandum to Abelson regarding same (0.40); Memorandum to M. Volin regarding DCG issue (0.20); Review Revised DS Exhibit (0.20); Memorandum to VanLare regarding same (0.10); Review VanLare memorandum regarding same (0.10); Draft Gemini Term Sheet (1.10); Memorandum to [REDACTED] regarding nominations (0.20); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.20); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Teleconference with O'Neal regarding DCG meeting (0.30); Teleconference with [REDACTED] regarding same (0.30); Teleconference with [REDACTED] regarding same (0.40); Memorandum to SteerCo regarding Gemini Term Sheet (0.20); Review Abelson Comments and Revise (0.30); Teleconference with O'Neal regarding DCG meeting (0.20); Review Revisions to DS (0.80); Teleconference with J. Sazant regarding Collateral Issues (0.20); Review and revise draft stipulation regarding same (0.80).	
05 Dec 2023	WDD	Correspondence with B. Rosen and J. Sazant regarding intervention stipulation and next steps; Correspondence with P. Doyle and G. Sanchez Tavares regarding intervention.	0.50
05 Dec 2023	GGs	Review and responded to emails regarding stipulation to intervene.	0.20
05 Dec 2023	JS	Correspondence with B. Rosen, P. Doyle, W. Dalsen, and G. Sanchez Tavares re: adversary proceeding; correspondence with B. Rosen and UCC re: Gemini settlement; edit proposed claim stipulation; correspondence with B. Rosen and M. Volin re: same; creditor correspondence re: post-bankruptcy committees; correspondence with clients re: NYAG.	2.30
05 Dec 2023	MRV	Emails with B. Rosen and J. Sazant regarding solvency research (.1); revise [REDACTED] stipulation (.7); review draft Gemini settlement agreement (.3).	1.10
06 Dec 2023	BSR	Attend meeting with DCG regarding proposal (0.90); Review C. Riberio memorandum regarding DS Exhibit (0.10); Memorandum to C. Riberio regarding same (0.10); Review DS order (0.30); Memorandum to J. Sazant regarding same/update (0.10); Review Nomination chart (0.20); Review A. Parra memorandum regarding same (0.10); Review J. Sazant memorandum regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Review [REDACTED] memorandum regarding NYAG meeting (0.10); Memorandum to [REDACTED] regarding same (0.10); Memorandum to [REDACTED] ew regarding same (0.20); Memorandum to [REDACTED] et al., regarding NYAG Session (0.30); Review A. Frelinghuysen memorandum regarding proposal (0.10); Memorandum to Frelinghuysen regarding same (0.10); Teleconference with Abelson regarding same (0.30); Teleconference with O'Neal regarding same (0.20); Teleconference with Frelinghuysen regarding same (0.40); Teleconference with [REDACTED] regarding same (0.30); Review Intervention memorandum and memorandum to Dalsen regarding same (0.20); Revise Gemini Strawmon (0.60); Memorandum to O'Neal and Abelson regarding same (0.10); Review A. Parra memorandum regarding [REDACTED] Nomination (0.10); Memorandum to A. Parra regarding same (0.10); Review [REDACTED] memorandum regarding collateral call (0.10);	6.40

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		Memorandum to ██████ regarding same (0.10); Memorandum to ██████ regarding nomination (0.10); Review ██████ Memorandum regarding same (0.10); Memorandum to ██████ regarding same (0.10); Memorandum to SteerCo regarding Gemini Position (0.30); Review SteerCo replies (0.40).	
06 Dec 2023	WDD	Review revised intervention stipulation; Correspondence with P. Doyle, B. Rosen, and J. Sazant regarding revised proposed intervention stipulation; Revise draft intervention stipulation.	1.00
06 Dec 2023	MTL	Researched case law regarding anonymity of ad hoc group members.	0.80
06 Dec 2023	MRR	Preparing to analyze whether ad hoc members can remain anonymous and still intervene.	0.10
06 Dec 2023	GGG	Review and respond to emails regarding stipulation; review and revise stipulation to intervene; review legal research on confidentiality of creditors; continue drafting complaint.	1.80
06 Dec 2023	JS	Correspondence with creditors re: creditor inquiries; correspondence with creditors re: post-bankruptcy committees; correspondence with Debtors and UCC re: litigation; draft nominations summary document; correspondence with Debtors and UCC re: Gemini settlement; edit claim stipulation; correspondence with B. Rosen, M. Volin, and client re: same	5.20
06 Dec 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.10
07 Dec 2023	PDD	Genesis Bankruptcy: Review issues re: Gemini claims and intervention and communications re: same.	4.70
07 Dec 2023	BSR	Memorandum to J. Sazant regarding status update (0.10); Review J. Sazant memorandum regarding same (0.10); Review ██████ memorandum regarding Gemini (0.10); Memorandum to ██████ regarding same (0.10); Review Sazant memorandum regarding nominations (0.10); Review chart (0.30); Memorandum to J. Sazant regarding applications (0.10); Review same (0.50); Memorandum to ██████ regarding Gemini (0.10); Review ██████ memorandum regarding same (0.20); Memorandum to J. Sazant regarding ██████ nomination (0.10); Review correspondence: UCC/AHG comments to proposed order (0.30); Memorandum to L. Barefoot regarding same (0.10); Memorandum to SteerCo regarding Gemini proposal (0.10); Conference call with ██████ et al., regarding collateral issue (0.40); Teleconference with Abelson regarding Gemini (0.30); Memorandum to Abelson regarding same (0.10); Review Abelson memorandum regarding same (0.10); Teleconference with ██████ regarding same (0.20); Memorandum to ██████ regarding same (0.10); Teleconference with ██████ regarding same (0.40); Review ██████ memorandum regarding AHG/PSA (0.10); Memorandum to ██████ regarding same (0.10); Review O'Neal memorandum regarding DCG Verification (0.10); Memorandum to O'Neal regarding same (0.10); Teleconference with ██████ Gemini issue (0.30); Memorandum to SteerCo regarding same (0.10); Revise proposal (0.40).	5.10
07 Dec 2023	WDD	Correspondence with team regarding status of intervention stipulation.	0.10
07 Dec 2023	MRR	Analyzing whether ad hoc members can remain anonymous and still intervene.	0.70
07 Dec 2023	GGG	Meet and confer regarding stipulation to intervene.	0.50

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
07 Dec 2023	JS	Correspondence with B. Rosen and SteerCo re: Gemini settlement; correspondence with B. Rosen and UCC re: post-bankruptcy committee nominations; compile nominations; draft status update	4.20
08 Dec 2023	PDD	Genesis Bankruptcy: Multiple calls and emails re: interventions issues and coordination with Cleary.	4.50
08 Dec 2023	BSR	Conference call with SteerCo regarding Gemini proposal (0.50); Conference call with NYAG, et al. regarding investigation (1.10); Review and revise status update (0.40); Review A. Parra memorandum regarding nominations (0.10); Memorandum to A. Parra regarding same (0.10); Memorandum to Parra regarding same (0.10); Revise ██████████ proposal regarding Gemini (0.60); Memorandum to J. Sazant, et al., regarding same (0.10); Teleconference with J. Sazant regarding same (0.20); Revise proposal (0.50); Memorandum to SteerCo regarding same (0.20); Teleconference with ██████████ regarding same (0.30); Teleconference with Abelson regarding same (0.20); Review ██████████ memorandum regarding same (0.10); Memorandum to ██████████, et al., regarding same (0.20); Review ██████████ memorandum regarding NYAG call (0.10); Review ██████████ documents (0.60); Memorandum to ██████████ regarding same (0.10).	5.50
08 Dec 2023	WDD	Correspondence with team regarding intervention stipulation status and next steps.	0.20
08 Dec 2023	IDA	Reviewed and edited draft motion to intervene and draft complaint	1.10
08 Dec 2023	MRR	Analyzing whether ad hoc members can remain anonymous and still intervene.	1.00
08 Dec 2023	GGs	Meet and confer regarding schedule and stipulation to intervene.	0.80
08 Dec 2023	GGs	Meeting with Debtors and UCC regarding schedule and stipulation to intervene (.10); call with Gemini to discuss the same (.50).	0.60
08 Dec 2023	JS	Correspondence with B. Rosen, clients, debtors, UCC, and Gemini re: Gemini settlement; edit settlement agreement term sheet; draft status update; correspondence with B. Rosen, clients, and UCC re: post-bankruptcy committee nominations; correspondence with Katten re: claim stipulation.	5.20
08 Dec 2023	MRV	Call with steering committee regarding Gemini issues (.7); call with J. Sazant regarding solvency research (.1); review status update (.1).	0.90
09 Dec 2023	BSR	Review ██████████ memorandum regarding Gemini Proposal (0.10); Review ██████████ memorandum regarding DCG/Gemini (0.10); Memorandum to O'Neal regarding same (0.10); Review O'Neal memorandum regarding same (0.10); Review ██████████ memorandum regarding same (0.10); Memorandum to ██████████ et al., regarding same (0.10); Review ██████████ memorandum regarding same (0.10); Memorandum to SteerCo regarding same (0.10); Teleconference with P. Abelson regarding same (0.20); Review Saferstein memorandum regarding same (0.10); Review ██████████ memorandum regarding Assignment (0.10); Memorandum to ██████████ et al., regarding same (0.20); Review ██████████ memorandum regarding proposal (0.10); Memorandum to ██████████ regarding same (0.10); Revise Gemini Proposal (0.90); Review Luna correspondence/Sazant (0.40); Review Nominations chart (0.40).	3.30
09 Dec 2023	JS	Emails with B. Rosen and SteerCo re: Gemini settlement.	0.80
09 Dec 2023	MRV	Research solvency issues and outline response to DCG solvency argument.	5.20

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
10 Dec 2023	BSR	Further revise proposal and distribute to SteerCo (0.70); Review [REDACTED] memorandum regarding recoveries (0.10); Memorandum to [REDACTED] regarding same (0.10); Review Dollarization memorandum (0.60); Review AHG master claim reconciliation correspondence (0.30); Memorandum to J. Sazant regarding same (0.10); Review J. Sazant memorandum regarding same (0.10); Review [REDACTED] memorandum (0.30).	2.30
10 Dec 2023	JS	Review claims reconciliation spreadsheet; correspondence with B. Rosen and debtors re: same; review memo re: solvency argument analysis; correspondence with B. Rosen and M. Volin re: same; creditor correspondence; emails with B. Rosen and SteerCo re: Gemini settlement analysis	2.40
10 Dec 2023	MRV	Research solvency issues and outline response to DCG solvency argument.	7.40
11 Dec 2023	PDD	Genesis Bankruptcy: Review developments and proposals on intervention and potential compromises.	1.30
11 Dec 2023	MTH	Weekly AHG meeting. Review revised documents.	0.90
11 Dec 2023	BSR	Office conference with M. Volin/J. Sazant regarding solvency issues/outline (0.50); Conference call with Cleary, et al. regarding AHG Master Claim (0.50); Conference call with W&C, SteerCo regarding nominations (1.30); Conference call with AHG regarding update (0.40); Conference call with Cleary, et al., regarding Gemini Litigation issues (0.40); Conference call with O'Neal, et al., regarding update (0.50); Review Dalsen memorandum regarding Gemini call (0.10); Memorandum to Dalsen regarding same (0.10); Review J. Sazant memorandum regarding same (0.10); Review [REDACTED] memorandum regarding claim stipulation (0.10); Memorandum to [REDACTED] regarding same (0.10); Memorandum to Geer regarding updated recover analysis (0.10); Review Geer memorandum regarding same (0.10); Memorandum to Geer regarding same (0.10); Review and revise Gemini proposal (0.40); Memorandum to Geer regarding same (0.10); Teleconference with A. Frelinghuysen regarding same (0.30); Review [REDACTED] (0.20); Teleconference with Abelson regarding same (0.20); Memorandum to Abelson regarding same (0.10); Draft [REDACTED] (0.60); Memorandum to O'Neal regarding PRA/DCG Payments (0.20); Review reports regarding same (0.30); Review [REDACTED] memorandum regarding support document (0.10); Memorandum to J. Sazant regarding same (0.10); Further revise Gemini proposal (0.60); Review [REDACTED] memorandum regarding recovery (0.20); Memorandum to [REDACTED] regarding same (0.10).	7.90
11 Dec 2023	WDD	Call with counsel to debtors and UCC regarding scheduling matters, intervention, and next steps.	0.60
11 Dec 2023	YSH	Attended weekly ADHOC call.	0.50
11 Dec 2023	TTM	Attended weekly Ad Hoc Group call and prepared summary of issues discussed for M. Hamilton and Y. Habenicht [0.8 hrs].	0.70
11 Dec 2023	GGs	Review and respond to emails regarding stipulation to intervene.	0.30
11 Dec 2023	JS	Meetings (multiple) with B. Rosen, clients, UCC, and debtors re: post-bankruptcy committee nominations process; meeting with Cleary and UCC re: Gemini litigation; creditor correspondence	8.20
11 Dec 2023	MRV	Research solvency issues and outline response to DCG solvency argument (4.4); meeting with B. Rosen and J. Sazant regarding	6.80

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		solvency argument (.7); call with UCC and steering committee regarding committee nominations (1.4); weekly ad hoc group call (.3).	
12 Dec 2023	BSR	Conference call with BRG, et al., regarding recoveries, etc (0.60); Conference call with O'Neal, et al., regarding update (0.50); Revise Gemini proposal (0.40); Conference call with HL regarding same (0.50); Memorandum to HL regarding same (0.10); Review Dalsen memorandum regarding Gemini Transfers (0.10); Memorandum to W. Dalsen regarding same (0.10); Memorandum to SteerCo regarding Gemini proposal (0.20); Teleconference with [REDACTED] same (0.40); Teleconference with [REDACTED] regarding same (0.30); Review Draft pre-Trail Order (0.30); Memorandum to SteerCo regarding same (0.10); Review C. West memorandum regarding transfers (0.10); Memorandum to C. West regarding same (0.10); Review HL Comments to Gemini proposal (0.20); Memorandum to Geer regarding same (0.10); Review claim/Omni objection chart (0.30); Memorandum to J. Sazant regarding same (0.10); Teleconference Sazant regarding same (0.10); Teleconference VanLare regarding setoff agreement (0.30); Memorandum to [REDACTED] regarding same (0.10); Review [REDACTED] Memorandum regarding oversight seats (0.10); Memorandum to [REDACTED] regarding same (0.10); Teleconference with J. Sazant regarding same (0.20); Teleconference with [REDACTED] regarding Proposal (0.30); Revise same (0.40); Memorandum to [REDACTED] et al., regarding same (0.10); Memorandum to S. O'Neal regarding same (0.10); Memorandum to HL Team regarding same (0.20); Review [REDACTED] [REDACTED] 0.10; Memorandum [REDACTED] regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Teleconference with G. Andrew regarding NYAG (0.10); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Review J. Sazant memorandum regarding setoff docs (0.10); Memorandum to J. Sazant regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] e regarding same (0.10); Teleconference SEC regarding investigation (0.40).	7.90
12 Dec 2023	WDD	Review draft scheduling letter and pretrial order; Correspondence with team regarding draft scheduling letter and pretrial order; Correspondence with team regarding call with Debtors regarding transfers.	0.60
12 Dec 2023	JS	Edit settlement agreement and settlement motion; correspondence with B. Rosen re: same; draft stipulation re: intervention in Gemini adversary proceeding; creditor correspondence.	4.80
12 Dec 2023	MRV	Review claim objection and emails with B. Rosen regarding same (.2); meeting with M. Bienenstock and B. Rosen regarding solvency issues (.4); research solvency issues and draft memo (3.2); emails with J. Sazant regarding dollarization memo (.1).	3.90
12 Dec 2023	ESG	Register attorneys for upcoming hearings.	0.10
12 Dec 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.10
12 Dec 2023	ESG	Maintain docket calendar.	0.30
13 Dec 2023	MTH	Conference call re tax sharing agreement.	1.10
13 Dec 2023	BSR	Conference call with HL, et al., regarding recovery analysis (0.60); Review slides regarding same (0.40); Review materials and attend Omnibus Hearing (1.70); Teleconference with [REDACTED] regarding	10.70

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		<p>NYAG discussions (0.30); Conference call with O'Neal and Abelson regarding update (0.40); Memorandum to Y. Berger regarding SEC Investigation (0.10); Review M. Rosensaft memorandum regarding NYAG (0.10); Memorandum to M. Rosensaft regarding same (0.10); Teleconference with [REDACTED] regarding same (0.30); Memorandum to [REDACTED] regarding same (0.10); Review O'Neal comments to Gemini proposal (0.20); Revise same (0.50); Memorandum to O'Neal regarding term sheet (0.10); Review O'Neal memorandum regarding same (0.10); Memorandum to O'Neal regarding same (0.10); Review [REDACTED] memorandum regarding ETH stipulation (0.20); Memorandum to [REDACTED] regarding same (0.10); Review [REDACTED] memorandum regarding NYAG (0.10); Memorandum to [REDACTED] regarding same (0.10); Review J. Sazant memorandum regarding UCC Balloting (0.20); Review A. Parra memorandum regarding same (0.20); Memorandum to O'Neal regarding revised proposal (0.10); Memorandum to [REDACTED] et al., regarding same (0.10); Review and revise [REDACTED] Settlement (0.60); Review J. Sazant comments regarding same (0.20); Review motion comments (0.30); Memorandum to Cosima and [REDACTED] regarding SEC investigation (0.10); Memorandum to Saferstein regarding [REDACTED] (0.10); Review O'Neal memorandum regarding McDermott group (0.10); Memorandum to O'Neal regarding same (0.10); Review [REDACTED] memorandum regarding SEC (0.10); Memorandum to P. Doyle regarding litigation role (0.10); Review HL revised materials (0.30); Memorandum to [REDACTED] et al, regarding same (0.10); Further revise proposal (0.40); Memorandum to [REDACTED], et al. regarding same (0.10); Review and revise status update (0.40); Memorandum to Frelinghuysen regarding proposal (0.10); Teleconference with Frelinghuysen regarding same (0.20); Review [REDACTED] Memorandum regarding SEC (0.10); Memorandum to [REDACTED] regarding same (0.10); Memorandum to SteerCo regarding proposal (0.10); Teleconference with Frelinghuysen regarding proposal (0.40); Memorandum to O'Neal and Abelson regarding same (0.10); Review Gemini Discovery letters (0.30); Memorandum to Sazant regarding same (0.10).</p>	
13 Dec 2023	WDD	Attending court conference; Correspondence with B. Rosen and J. Sazant regarding court conference; Correspondence with M. Volin regarding upcoming court hearings and notification concerning the same.	0.70
13 Dec 2023	YSH	Attended meeting regarding tax sharing agreement.	0.60
13 Dec 2023	TTM	Attended call among tax teams to discuss Tax Sharing Agreement [0.8 hrs].	0.80
13 Dec 2023	JS	Attend hearing; meeting with B. Rosen and UCC re: post-bankruptcy committee nominations; creditor correspondence; draft status update for AHG re: case status.	5.80
13 Dec 2023	MRV	Update dollarization memo with new developments in crypto cases (4); call with [REDACTED] B. Rosen, J. Sazant, and Houlihan (.8); attend omnibus hearing (1.1); emails with B. Rosen and W. Dalsen regarding hearing attendance and agendas (.1); review docket for upcoming hearings and emails with W. Dalsen regarding same (.5); review status update (.1); research solvency issues and draft memo (.8).	7.40
14 Dec 2023	PDD	Genesis Bankruptcy: Attend debtor presentation with A&M on Gemini transfers and related issues.	1.50

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14 Dec 2023	BSR	Memorandum to S. O'Neal regarding 3rd Party Releases (0.10); Teleconference with O'Neal regarding same (0.30); Memorandum to UCC, Debtor regarding NYAG meeting (0.10); Review memorandum regarding same (0.20); Conference call regarding Gemini Transfers (0.50); Conference call with Gemini and UCC counsel regarding proposal (1.00); Conference call with HL, et al regarding same (0.50); Memorandum to [REDACTED] et al., regarding same (0.20); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] et al., regarding same (0.10); Review A. Frelinghuysen memorandum regarding framework (0.20); Memorandum to [REDACTED] et al. regarding same (0.10); Teleconference with Frelinghuysen regarding same (0.50); Memorandum to Frelinghuysen regarding same (0.20); Memorandum to J. Sazant/Volin regarding open matters (0.10); Memorandum to J. Sazant regarding nominations (0.10); Review J. Sazant memorandum regarding open matters (0.10); Memorandum to J. Sazant regarding same (0.10); Memorandum to Volin regarding open matters (0.10).	4.60
14 Dec 2023	WDD	Correspondence with team regarding status of intervention negotiations and upcoming hearings; Call with counsel to debtors regarding transfer analysis.	0.70
14 Dec 2023	GGs	Call regarding Genesis/Gemini transfers.	0.80
14 Dec 2023	JS	Edit adversary proceeding intervention stipulation; correspondence with Gemini re: same; correspondence with B. Rosen and Gemini re: [REDACTED] edit creditor communications protocol; correspondence with debtors re: same; meetings with Gemini, debtors, and UCC re: [REDACTED]; review claims objections; correspondence with B. Rosen and M. Volin re: open items; emails with B. Rosen and UCC re: post-bankruptcy committee nominations	6.10
14 Dec 2023	MRV	Call with Hughes Hubbard and White & Case regarding Gemini proposal (1); follow up call with White & Case (.5); Update dollarization memo with new developments in crypto cases (.6); revise outline of solvency arguments and conduct research for same (1.8).	3.90
15 Dec 2023	BSR	Review and revise memorandum regarding matter claim/Omnibus objections (0.30); Memorandum to J. Sazant regarding same (0.10); Teleconference with J. Sazant regarding Ballot Voting (0.20); Memorandum to J. Sazant and Volin regarding open claims (0.10); Review J. Sazant memorandum regarding same (0.10); Review Volin memorandum regarding same (0.10); Conference call with UCC and Debtor Counsel regarding NYAG Prep (0.60); Memorandum to C. Shore regarding same (0.10); Review [REDACTED] memorandum regarding SEC Inquiry (0.10); Memorandum to [REDACTED] regarding same (0.10); Review and revise status update (0.60); Teleconference with A. Frelinghuysen regarding Gemini update (0.40); Memorandum to O'Neal, et al. regarding same (0.20); Review chart regarding nominations (0.40); Memorandum to J. Sazant regarding same (0.10); Teleconference with J. Sazant regarding same (0.30); Draft memorandum to PSA creditors regarding voting (0.40); Teleconference with J. Sazant regarding same (0.20); Review Omnibus objections/Katherine Memorandum (0.30); Memorandum to J. Sazant et al. regarding same (0.10); Teleconference [REDACTED] regarding update/NYAG (0.40); Teleconference with [REDACTED] regarding NYAG meeting (0.20); Teleconference with [REDACTED] regarding update (0.20).	5.60

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15 Dec 2023	JS	Correspondence with creditors re: claim objections; correspondence with B. Rosen re: post-bankruptcy committee nominations; draft status update for AHG members; correspondence with B. Rosen re: case status; review claims objections and correspondence with debtors re: same; draft email to PSA creditors re: post-bankruptcy committee voting process; correspondence with B. Rosen re: same.	4.60
15 Dec 2023	MRV	Call with Cleary and White & Case regarding NYAG issues (.7); revise outline of solvency arguments and conduct research for same (5.6); review status update (.1).	6.40
16 Dec 2023	BSR	Review O'Neal memorandum regarding DCG Financials (0.10); Memorandum to O'Neal regarding same (0.10); Review Geer memorandum regarding same (0.10); Review Article regarding FTX/Distribution (0.10); Review Plan regarding same (0.70); Memorandum to J. Sazant et al. regarding same (0.10); Review J. Sazant memorandum regarding Balloting (0.10); Review SteerCo memorandum regarding same (0.60).	1.90
16 Dec 2023	JS	Correspondence with creditors re: creditor inquiries; tabulate PSA creditor votes; correspondence with creditors and debtors re: claims analysis and plan votes.	1.60
16 Dec 2023	MRV	Revise outline of solvency arguments and conduct research for same.	5.10
17 Dec 2023	BSR	Teleconference with J. Sazant regarding Balloting (0.10); Review ██████████ memorandum regarding Ballot (0.10); Memorandum to ██████████ regarding same (0.10); Review ██████████ memorandum regarding same (0.10); Memorandum to ██████████ regarding same (0.10); Review ██████████ memorandum regarding same (0.10); Memorandum to ██████████ regarding same (0.10); Memorandum to ██████████ regarding Ballot address (0.10); Teleconference with ██████████ regarding update (0.30); Review SteerCo memorandum regarding Balloting (0.60); Teleconference with ██████████ regarding same (0.10); Memorandum to J. Sazant and Volin regarding open matters (0.10).	1.90
17 Dec 2023	TTM	Review draft of Tax Sharing Agreement [1.0 hrs].	1.00
17 Dec 2023	JS	Correspondence with creditors re: creditor inquiries; tabulate PSA creditor votes.	2.30
17 Dec 2023	MRV	Revise outline of solvency arguments and conduct research for same.	5.80
18 Dec 2023	JPG	Correspondence. Internal conferences. Search for precedents.	2.00
18 Dec 2023	MTH	Genesis - Weekly AHG meeting; conference call re tax sharing agreement.	0.80
18 Dec 2023	BSR	Conference call with J. Sazant and M. Volin regarding to-do list (0.40); Review outline regarding Solvency (0.50); Steer Co conference call regarding update (0.40); Conference call with AHG regarding same (0.40); Conference call with Cleary regarding AHG Ballots (0.30); Review J. Guo memorandum regarding SEC inquiry (0.10); Memorandum to J. Guo regarding same (0.10); Memorandum to O'Neal, et al. regarding ██████████ (0.10); Review J. Guo memorandum regarding SEC call (0.10); Memorandum to J. Guo regarding same (0.10); Review Tax order (0.20); Memorandum to M. Volin regarding same (0.10); Teleconference with J. Saferstein regarding proposal (0.20); Memorandum to O'Neal regarding same (0.10); Review A. Verost memorandum regarding same (0.10);	6.10

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		Review O'Neal memorandum regarding same (0.10); Review Dalsen memorandum regarding Omni Hrg. (0.10); Memorandum to Dalsen regarding same (0.10); Teleconference with Gerkis regarding By-laws, etc (0.40); Memorandum to Gerkis regarding PA Agreement (0.10); Memorandum to Volin regarding corp Role (0.10); Review Initial Disclosures regarding Gemini litigation (0.30); Memorandum to W. Dalsen regarding same (0.10); Review [REDACTED] (0.20); Memorandum to [REDACTED] same (0.10); Teleconference with A. Frelinghuysen regarding Gemini proposal (0.30); Memorandum to SteerCo regarding same (0.10); Memorandum to O'Neal, et al. regarding same (0.10); Teleconference with NYAG regarding meeting/Gemini (0.40); Memorandum to C. Shore, et al., regarding same (0.10); Memorandum to Steer Co regarding same (0.10); Review Abelson memorandum regarding NYAG meeting (0.10); Memorandum to Abelson regarding same (0.10).	
18 Dec 2023	WDD	Review Debtors' draft initial disclosures; Correspondence with team regarding initial disclosures; Review court orders and filings issued today.	0.30
18 Dec 2023	BGC	Reviewed Plan documents; researched and reviewed oversight By-law precedents.	1.60
18 Dec 2023	TTM	Finalize review of draft tax sharing agreement and prepare summary for M. Hamilton [1.0 hrs]; tax teams call to discuss tax sharing agreement [0.5 hours]; weekly ad hoc group call [0.3 hrs].	1.80
18 Dec 2023	GGG	Review and respond to emails regarding upcoming hearing and hearing agenda.	0.20
18 Dec 2023	JS	Tabulate creditor ballots; creditor communications; meeting with SteerCo; meeting with AHG; meeting with debtors and UCC; correspondence with debtors re: claim settlement; correspondence with Katten re: claim stipulation; edit Plan Supplement documents; review [REDACTED] correspondence with Gemini re: confirmation discovery; review memo re: estate valuation.	9.20
18 Dec 2023	MRV	Call with B. Rosen and J. Sazant regarding open items (.3); Revise outline of solvency arguments and conduct research for same (5.1); weekly call with steering committee (.3); review NOL motion and order and prepare presentation to ad hoc group regarding same (.6); emails with J. Gerkis regarding plan and disclosure statement (.1); weekly ad hoc group call (.3); call with Cleary regarding ballots (.2).	6.90
18 Dec 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.20
18 Dec 2023	ESG	Maintain docket calendar and register attorneys for upcoming hearings.	0.70
18 Dec 2023	ESG	Register attorneys for ecf notifications per J. Sazant.	0.10
19 Dec 2023	JPG	Correspondence. Internal conferences and meetings. Began review of plan support agreement, amended debtors' plan and disclosure statement. Review plan administration agreement draft. Search for, and review of, committee by-law precedents. Attend Genesis meeting with Proskauer, Cleary and W&C teams.	4.80
19 Dec 2023	MTH	Correspondence on TSA review.	0.50
19 Dec 2023	BSR	Review A. Gupta memorandum and DCG proposal (0.40); Memorandum to B. Geer regarding same (0.10); Teleconference with [REDACTED] regarding same (0.50); Teleconference with [REDACTED] regarding same (0.40); Conference call with UCC professionals	6.50

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		regarding DCG proposal (0.70); Conference call with Cleary, et al., regarding same (0.80); Conference call with Cleary, et al, regarding Plan (0.50); Memorandum to J. Sazant regarding PA Agreement (0.10); Review PA comments (0.40); Review O'Neal memorandum regarding Cash Flow Sweep (0.10); Memorandum to B. Geer regarding same (0.10); Review Dalsen memorandum regarding hearing (0.10); Memorandum to Dalsen regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Memorandum to Steer Co regarding CG proposal (0.10); Teleconference with [REDACTED] regarding same (0.40); Memorandum to Tax Team regarding Tax Sharing (0.10); Review Hamilton memorandum regarding same (0.20); Memorandum to Hamilton regarding same (0.10); Review Hamilton memorandum regarding same (0.10); Review Intentions to Object (0.50); Memorandum to J. Sazant regarding vote tally (0.10); Review J. Sazant memorandum regarding same (0.10); Teleconference with [REDACTED] regarding DCG proposal (0.40).	
19 Dec 2023	WDD	Correspondence with team regarding upcoming hearing agenda; Correspondence with team regarding status of intervention stipulation; Review proposed initial disclosures from Debtors; Correspondence with counsel to Debtors regarding intervention stipulation; Review legal research from M. LaBerge regarding initial disclosures.	0.70
19 Dec 2023	BGC	Reviewed Plan documents; reviewed By-law precedents; converted precedents to word documents; meeting with Jim G. to discuss assignment and By-law review; drafted WDOC By-laws; conformed formatting and drafting of current draft.	4.20
19 Dec 2023	MTL	Researched how Rule 26(a) is interpreted by SDNY courts.	2.50
19 Dec 2023	GGG	Review and respond to email regarding extension; review Gemini's memorandum of law in support of motion to dismiss counterclaims, motion to dismiss adversary proceeding, and memorandum of law in opposition to Debtors' motion to dismiss.	1.00
19 Dec 2023	JS	Vote Tabulation; meetings with Clients; meetings with Proskauer team re: litigation; meetings with debtors and UCC re: plan supplement and confirmation proceedings.	10.70
19 Dec 2023	MRV	Review DCG proposal (.2); call with Cleary and White & Case regarding plan supplement issues (.6); review plan objection and discovery notices (.2).	1.00
19 Dec 2023	ESG	Register attorneys for upcoming hearing.	0.20
19 Dec 2023	ESG	Maintain docket calendar and register attorneys for upcoming hearings.	0.30
20 Dec 2023	JPG	Correspondence. Internal conferences and meetings. Continued review of plan support agreement, amended debtors' plan and disclosure statement. Reviewed committee by-law precedents. Reviewed and commented on draft wind-down committee by-laws.	4.80
20 Dec 2023	BSR	Review Nomination Tabulation (0.40); Memorandum to J. Sazant regarding same (0.10); Teleconference with J. Sazant regarding same (0.40); Meeting with M. Feinberg regarding Ducera issues (0.50); Teleconference with O'Neal regarding same (0.30); Conference call with Cleary, et al., regarding Confirmation arguments (1.00); Review [REDACTED] memorandum regarding Board, etc (0.10); Memorandum to [REDACTED] regarding same (0.10); Teleconference with Abelson regarding nominees, etc. (0.30);	6.40

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		Memorandum to [REDACTED] et al regarding DCG Proposal (0.10); Review B. Geer memorandum regarding Cash Flow (0.20); Memorandum to B. Geer regarding same (0.10); Review voting procedures (0.40); Memorandum to J. Sazant regarding same (0.10); Memorandum to SteerCo regarding Cash Flow (0.10); Review R. Minott memorandum regarding AHG Ballots (0.10); Memorandum to Minott regarding same (0.10); Review and revise memorandum to SteerCo regarding Tally (0.30); Review J. Guo memorandum regarding SEC call (0.10); Memorandum to J. Guo regarding same (0.10); Review and revise Status update (0.20); Memorandum to P. Abelson regarding nominations (0.30); Teleconference with [REDACTED] regarding DCG /Nominees, etc. (0.50); Teleconference with [REDACTED] regarding same (0.30); Teleconference with O'Neal regarding DCG/Vote (0.20).	
20 Dec 2023	WDD	Correspondence with team regarding litigation matters and next steps.	0.20
20 Dec 2023	BGC	Reviewed new precedents and Plan documents; revised WDOC By-laws per comments and sent to Jim G.; call with Jim G.; meeting with Jim G. to review WDOC By-laws, Plan documents and precedent By-laws; turned Jim G. comments to WDOC By-laws; sent documents to team for review	6.10
20 Dec 2023	JS	Vote tabulation; correspondence with B. Rosen and SteerCo re: voting results; correspondence with UCC re: voting results; review Gemini reserve language; correspondence with B. Rosen and UCC re: same.	8.60
20 Dec 2023	MRV	Review wind down and litigation oversight committee voting results (.1); draft solvency memo (.7); call with Cleary and White & Case regarding DCG confirmation objection issues (1.6); call with B. Childress regarding committee bylaws and review plan provisions regarding same (.2).	2.60
21 Dec 2023	PDD	Genesis Bankruptcy: Review discovery matters and communications re: same.	3.80
21 Dec 2023	JPG	Correspondence. Internal conferences and meetings. Reviewed and commented on revised draft wind-down committee by-laws. Reviewed and commented on draft litigation committee by-laws.	3.90
21 Dec 2023	BSR	Teleconference with M. Renzi regarding DCG, etc (0.50); Conference call with UCC SteerCo regarding Board, PA, etc (1.00) Conference call with SEC regarding Next Steps (0.40); Teleconference with J. Sazant regarding discovery issues (0.20); Teleconference with [REDACTED] regarding DCG/Gemini/Plan (0.50); Teleconference with O'Neal regarding update (0.30); Review draft By-Laws (0.40); Review latest PA Agreement draft (0.30); Memorandum to Abelson, et al., regarding nominees (0.10); Memorandum to B. Childers regarding By-Laws (0.10); Review report regarding hearing (0.10); Memorandum to SteerCo regarding same (0.10); Review Renzi Report regarding Cash Sweep (0.40); Memorandum to SteerCo regarding same (0.10); Review D. Ruffi memorandum regarding AHG Discovery (0.10); Review J. Sazant memorandum regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Review NYAG memorandum regarding update (0.10); Memorandum to NYAG regarding same (0.10); Review McDermott 2019 (0.20); Memorandum to J. Sazant regarding same (0.10); Review Sazant memorandum regarding same (0.10).	5.40

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
21 Dec 2023	WDD	Review revised draft intervention stipulation; Correspondence with J. Sazant regarding revised intervention stipulation.	0.70
21 Dec 2023	BGC	Reviewed Plan documents and litigation precedents; drafted litigation committee By-laws; reviewed Plan documents; reviewed litigation trust documents; discussed with team and conformed provisions for use in By-laws; turned Jim G. comments to WDOC By-laws and litigation By-laws; sent final drafts to team for sign off.	4.70
21 Dec 2023	JS	Correspondence with creditors and M. Renzi re: Plan Administrator solicitations; correspondence with B. Rosen and UCC re: post-bankruptcy committee voting results; edit wind-down and litigation oversight committee bylaws; correspondence with B. Rosen, J. Gerkis, B. Childress, debtors and UCC re: same; correspondence with B. Rosen and Gemini re: confirmation discovery	8.20
21 Dec 2023	MRV	Call with steering committee and UCC (1.5); attend hearing (.5); call with B. Rosen and SEC (.2); research solvency issues (1.7).	3.90
22 Dec 2023	PDD	Genesis Bankruptcy: T/C with J. Sazant, W. Dalsen, and team re: discovery strategy and tactics (0.70); review discovery demands and related key documents (3.80).	4.50
22 Dec 2023	JPG	Correspondence. Telephone call with B. Childress.	0.30
22 Dec 2023	MTH	Initial review governance documents.	1.50
22 Dec 2023	BSR	Review H. Kim memorandum regarding conference prep call (0.10) Review P. Abelson memorandum regarding same (0.10); Memorandum to H. Km regarding same (0.10); Review J. Sazant memorandum regarding litigation/discovery (0.10); Memorandum to J. Sazant regarding same (0.10); Teleconference with NYAG regarding meetings/interview (0.30); Memorandum to J. Sazant regarding same (0.10); Teleconference with NYAG regarding Bitvaro Counsel (0.10); Review J. Sazant memorandum regarding same (0.10); Memorandum to Abelson regarding committee nominees (0.10); Review Abelson memorandum regarding same (0.10); Review Parra memorandum regarding same (0.10); Memorandum to D. Ruffi regarding DCG discovery (0.20); Review [REDACTED] regarding new board (0.20); Memorandum to [REDACTED] same (0.10); Memorandum to A. Parra regarding nominees (0.10); Review Discovery request (0.90); Teleconference with [REDACTED] regarding next steps (0.80); Teleconference with P Abelson regarding same (0.30); Teleconference with O'Neal regarding same (0.20); Review DS order regarding solicitation issues (0.50).	4.70
22 Dec 2023	WDD	Call with team regarding recent discovery requests and next steps; Review discovery requests to AHG; Correspondence with team regarding discovery matters and next steps.	2.60
22 Dec 2023	BGC	Call With Jim G. and correspondence with team regarding documents.	0.30
22 Dec 2023	GGG	Review Gemini's discovery request (.20); telephone conference with P. Doyle, W. Dalsen, J. Sazant and M. Volin regarding responses to discovery requests (.70); began drafting responses and objections to production of documents request and interrogatories (.70).	1.60
22 Dec 2023	JS	Meetings with Clients; meetings with Proskauer team re: litigation; meetings with debtors and UCC re: plan supplement and confirmation proceedings.	9.70

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
22 Dec 2023	MRV	Call with Cleary and White & Case regarding litigation issues (.9); call with Proskauer team regarding discovery issues (.9).	1.80
23 Dec 2023	JPG	Correspondence. Review revised draft wind-down committee by-laws. Reviewed revised draft litigation committee by-laws. Review revised draft plan administration agreement. Began review of drafts of the new governance documents for GGH, GGC and GAP.	2.70
23 Dec 2023	BSR	Memorandum to J. Sazant regarding status update (0.10); Complete review of discovery requests (0.60); Review ██████████ memorandum regarding Board seats (0.10); Review ██████████ memorandum regarding same (0.10); Memorandum to ██████████ regarding same (0.10).	1.00
23 Dec 2023	BGC	Revised litigation By-laws; sent drafts and redlines to team	0.20
23 Dec 2023	JS	Correspondence with B. Childress re: bylaws; emails with UCC re: PA Agreement.	0.30
24 Dec 2023	JPG	Correspondence. Review revisions to draft litigation committee by-laws.	0.40
24 Dec 2023	BSR	Review draft update (0.20); Memorandum to J. Sazant regarding same (0.10); Review DCG proposal (0.20); Develop sequence strategy regarding same (1.80).	2.30
24 Dec 2023	JS	Edit bylaws; emails with B. Childress and UCC re: same; emails with UCC re: post-bankruptcy committee nominations; draft status report.	1.60
24 Dec 2023	MRV	Review oversight committee bylaws.	0.40
25 Dec 2023	BSR	Revise status update (0.30); Memorandum to O'Neal, et al. regarding committee nominees (0.10); Review litigation approach (1.20)	1.60
25 Dec 2023	JS	Edit status report; creditor communications.	0.30
25 Dec 2023	MRV	Draft solvency memo.	1.80
26 Dec 2023	PDD	Genesis Bankruptcy: Review court filings and key documents re: intervention and schedule disputes and discovery.	5.50
26 Dec 2023	JPG	Correspondence. Review new governance documents for GGH, GGC and GAP.	1.30
26 Dec 2023	BSR	Review Abelson memorandum regarding Gemini Reserve (0.10); Review O'Neal memorandum regarding same (0.10); Memorandum to O'Neal, et al. regarding same (0.10); Review A. Parra memorandum regarding PA, Board Issues (0.20); Memorandum to A. Parra regarding same (0.20); Memorandum to Kenzi regarding proposal (0.10); Review draft Gemini Reserve language and revise (0.30); Memorandum to J. Sazant regarding same (0.10); Review ██████████ memorandum regarding plan development etc. (0.10); Teleconference with J. Sazant regarding same (0.10); Conference call with AHG regarding update (0.50); Conference call with A. Parra, et al. regarding Gemini Reserve order (0.50); Review Sazant draft regarding same (0.40); Memorandum to ██████████ regarding NYAG meeting (0.10); Memorandum to ██████████ regarding same (0.10); Memorandum to ██████████ regarding same (0.10); Review ██████████ regarding same (0.10); Memorandum to ██████████ same (0.10); Review ██████████ memorandum regarding same (0.10); Memorandum to ██████████ regarding same (0.10); Review Article regarding Silbeet resignation (0.10); Memorandum to SteerCo regarding same (0.10); Teleconference with ██████████ regarding same (0.10); Memorandum to ██████████, et al., regarding	7.70

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		NYAG/Documents (0.20); Review ██████████ memorandum regarding same (0.10); Memorandum to Litigation team regarding discovery requests (0.10); Review same (0.40); Review ██████████ memorandum regarding NYAG (0.10); Memorandum to ██████████ regarding same (0.10); Review ██████████ memorandum regarding same (0.10); Memorandum to ██████████ regarding same (0.10); Memorandum to J. Sazant regarding Debtor Discovery (0.10); Review J. Sazant memorandum regarding same (0.10); Memorandum to Hoori regarding discovery (0.20); Review BRG proposal (0.20); Memorandum to Kenzi regarding phases (0.10); Review Kenzi memorandum regarding same (0.10); Review ██████████ memorandum regarding vote (0.10); Memorandum to ██████████ regarding same (0.10); Review ██████████ memorandum regarding same (0.10); Review ██████████ memorandum regarding Board Seat (0.10); Memorandum to ██████████ regarding same (0.10); Review revised Gemini language (0.30); Teleconference with J. Sazant regarding same (0.10); Memorandum to SteerCo regarding same (0.10); Review Kenzi memorandum regarding proposal (0.10); Memorandum to Kenzi regarding same (0.10); Review Gemini Discovery (0.30); Memorandum to SteerCo regarding same (0.20); Memorandum to J. Sazant, et al., regarding Setoff language (0.10); Review Abelson memorandum regarding same (0.10).	
26 Dec 2023	WDD	Correspondence with J. Sanchez regarding discovery matters; Correspondence with team regarding discovery matters.	0.50
26 Dec 2023	BGC	Reviewed New Governance org documents.	1.20
26 Dec 2023	MTL	Created discovery charts to aid in discovery strategy.	3.30
26 Dec 2023	TTM	Attended weekly Ad Hoc Group call and prepared summary of topics discussed.	0.50
26 Dec 2023	GGG	Review discovery requests served on UCC, Debtors and AHG.	0.50
26 Dec 2023	JS	Meeting with AHG; meeting with SteerCo; edit Gemini reserve language; emails with B. Rosen and creditors re: NYAG interviews; emails with B. Rosen and W. Dalsen re: confirmation discovery; creditor correspondence re: votes.	4.30
26 Dec 2023	MRV	Weekly ad hoc group call (.5); draft solvency memo (1.2).	1.70
27 Dec 2023	PDD	Genesis Bankruptcy: Communications, prep, and meet-and-confers re: ongoing discovery disputes re: Gemini.	7.80
27 Dec 2023	JPG	Correspondence. Review various plan documents.	2.30
27 Dec 2023	BSR	Review ██████████ memorandum regarding vote (0.10); Memorandum to ██████████ regarding same (0.10); Review ██████████ memorandum regarding same (0.10); Memorandum to ██████████ regarding Board seat (0.20); Review ██████████ memorandum regarding same (0.10); Review H. Kim memorandum regarding confirmation objections (0.10); Memorandum to H. Kim regarding same (0.10); Review Abelson memorandum regarding same (0.10); Teleconference with ██████████ regarding NYAG review (0.30); Teleconference with ██████████ regarding documents (0.20); Memorandum to ██████████ regarding same (0.10); Review ██████████ memorandum regarding AHG members (0.10); Conference call with ██████████ regarding same (0.50); Teleconference with Sazant regarding same (0.20); Memorandum to ██████████ regarding proposal (0.20); Review ██████████ memorandum regarding same (0.20); Memorandum to ██████████ regarding same (0.10); Review Indelicato memorandum regarding ██████████ (0.10); Memorandum to Indelicato	6.40

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		regarding same (0.10); Review [REDACTED] (0.30); Conference call with Cleary, W&C, et al. regarding confirmation issues (1.00); Conference call with [REDACTED] et al., regarding AHG (0.50); Teleconference with VanLare regarding same (0.40); Conference call with [REDACTED] et al., regarding same (0.20); Memorandum to SteerCo regarding same (0.30); Memorandum to [REDACTED] regarding same (0.10); Review DCG Discovery requests (0.20); Memorandum to P. Doyle, et al., regarding same (0.10); Review VanLare memorandum regarding discovery (0.20); Memorandum to P. Doyle regarding same (0.10).	
27 Dec 2023	WDD	Call with debtors and UCC regarding discovery matters; Call with G. Sanchez Tavarez regarding discovery matters; Correspondence with group regarding discovery matters.	1.40
27 Dec 2023	BGC	Reviewed Plan documents and new governance org documents; provided comments on org documents; reviewed By-law markup from W&C.	2.40
27 Dec 2023	GGG	Review discovery requests; review and respond to emails regarding discovery.	0.40
27 Dec 2023	JS	Meeting with B. Rosen, P. Doyle, W. Dalsen, and Gemini re: confirmation discovery and intervention in adversary proceeding; edit Gemini Reserve language; edit bylaws; edit PA Agreement; meeting with B. Rosen, debtors, and UCC re: confirmation objections; draft status update.	6.20
27 Dec 2023	MRV	Emails with J. Sazant regarding call on DCG objections.	0.10
27 Dec 2023	ESG	Pull pleadings and distribute to team per J. Sazant.	0.40
27 Dec 2023	ESG	Maintain docket calendar.	0.10
28 Dec 2023	PDD	Genesis Bankruptcy: Review inbound discovery from Gemini and key documents re: intervention and plan (6.40); review responses and negotiating strategy (2.90).	9.30
28 Dec 2023	JPG	Correspondence. Review and comment on various plan organizational documents. Telephone call with Ben Childress regarding the same.	3.30
28 Dec 2023	BSR	Conference call with Proskauer litigation team regarding Gemini Discovery (0.50); Review Parra memorandum regarding Gemini Reserve (0.10); Memorandum to Parra regarding same (0.10); Memorandum to Frelinghuysen regarding same (0.10); Review Parra memorandum regarding committee names (0.10); Memorandum to Parra regarding same (0.10); Conference call with SteerCo, et al., regarding discovery (0.60); Teleconference with Sazant regarding same (0.20); Review correspondence regarding plan supplement filing (0.30); Teleconference with VanLare regarding same (0.30); Memorandum to A. Parra regarding same (0.10); Teleconference with [REDACTED] regarding same (0.10); Review SteerCo memorandum regarding same (0.30); Review G. Tavarez memorandum regarding Discovery (0.10); Memorandum to G. Tavarez regarding same (0.10); Memorandum to [REDACTED] regarding Board seat (0.10); Review [REDACTED] memorandum regarding same (0.10); Review Cash/Coin report (0.30); Memorandum to Sazant regarding same (0.10); Review O'Neal memorandum regarding Plan supplement (0.10); Memorandum to O'Neal regarding same (0.10); Review Sazant memorandum regarding AHG members (0.10); Review [REDACTED] memorandum regarding same (0.10); Review [REDACTED] letter regarding same (0.30).	4.40

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
28 Dec 2023	WDD	Correspondence with team regarding discovery status; Call with client regarding response to discovery demands; Review correspondence to court regarding discovery requests pertaining to Ad Hoc Group; Call with team regarding discovery matters and next steps.	4.40
28 Dec 2023	BGC	Reviewed revised By-laws; provided comments on By-laws; call with Jim G.; turned comments on new governance org documents and by-laws.	3.40
28 Dec 2023	MTL	Conducted legal research for Will Dalsen.	1.60
28 Dec 2023	GGG	Telephone conference with P. Doyle and W. Dalsen; Telephone conference with B. Rosen, P. Doyle, W. Dalsen and J. Sazant; Telephone conference with client regarding strategy related to discovery.	2.60
28 Dec 2023	JS	Edit plan supplement documents; emails with debtors and UCC re: same; correspondence with SteerCo re: confirmation discovery issues; meeting with SteerCo re: same; correspondence with debtors and UCC re: setoff language; review released parties justification.	4.20
29 Dec 2023	PDD	Genesis Bankruptcy: Review court filings and disputes and strategy between Gemini and debtor, UCC and AHG.	8.50
29 Dec 2023	JPG	Correspondence regarding plan supplement. Review revised organizational documents and other documents.	3.20
29 Dec 2023	BSR	Conference call with Hughes, Hubbard, et al. regarding Gemini Reserve Rider (1.00); Review Weinberg reserve comments (0.30); Memorandum to Weinberg regarding same (0.10); Review Weinberg memorandum regarding same (0.10); Memorandum to Weinberg regarding same (0.10); Review O'Neal memorandum regarding same (0.10); Review Dalsen memorandum regarding objection call (0.10); Memorandum to Dalsen regarding same (0.10); Review Dalsen memorandum regarding same (0.10); Memorandum to A. Parra regarding conversion table (0.10); Review Parra memorandum regarding same (0.10); Memorandum to Sazant regarding same (0.10); Review Sazant memorandum regarding same (0.10); Memorandum to Sazant regarding same (0.10); Review [REDACTED] memorandum regarding Plan Supplement filings (0.10); Teleconference with VanLare regarding same (0.20); Memorandum to [REDACTED] regarding same (0.10); Review [REDACTED] memorandum regarding Voluntary Transfer (0.20); Memorandum to [REDACTED] regarding same (0.10); Review [REDACTED] memorandum regarding same (0.20); Review O'Neal memorandum regarding same (0.20); Memorandum to O'Neal regarding same (0.10); Review Abelson memorandum regarding same (0.30); Review Abelson memorandum regarding committee persons (0.20); Memorandum to Abelson regarding same (0.10); Review Dalsen memorandum regarding search date (0.10); Memorandum to Dalsen regarding same (0.10); Review Dalsen memorandum regarding Agenda (0.10); Review Agenda (0.10); Memorandum to Dalsen regarding same (0.10); Review Dalsen memorandum regarding same (0.10); Memorandum to Sazant regarding status update (0.10); Memorandum to O'Neal regarding ETH transfer (0.10); Review O'Neal memorandum regarding same (0.10); Review and revise status report (0.40); Memorandum to Sazant regarding same (0.10); Teleconference with [REDACTED] regarding [REDACTED] (0.30); Review same (0.20); Review [REDACTED] (0.30); Teleconference with [REDACTED] (0.30).	6.80

Client Name Committee of Facility B Lenders (87307)
 Matter Name Debt Restructuring (0001)

Invoice Date 25 Jan 2024
 Invoice Number 21231235

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
29 Dec 2023	WDD	Correspondence with team regarding scheduling matters.	0.60
29 Dec 2023	JS	Edit plan supplement documents; correspondence with B. Rosen and UCC re: same; draft status update; correspondence with debtors and client re: digital asset conversion table.	3.60
29 Dec 2023	MRV	Emails with Proskauer team regarding discovery issues (.1); draft solvency memo (.6).	0.70
29 Dec 2023	RLF	Per S. Metallo-Barragan, created timekeeper report including hours billed per user and across all unique users.	0.50
30 Dec 2023	BSR	Review Abelson and O'Neal memorandum regarding ETH Transfer and Paydown (0.40); Memorandum to Abelson regarding same (0.10); Review PRA and Security Agreement (0.40); Review [REDACTED] et al., memorandum regarding same (0.30); Memorandum to SteerCo regarding same (0.20).	1.40
31 Dec 2023	BSR	Review Abelson memorandum regarding BTC application (0.10); Review [REDACTED] memorandum regarding same (0.20); Review [REDACTED] memorandum regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10).	0.50

Client Name Committee of Facility B Lenders (87307)
 Matter Name Debt Restructuring (0001)

Invoice Date 25 Jan 2024
 Invoice Number 21231235

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees Amount</u>
<u>Partner</u>			
Doyle, Peter D.	57.40	2,050.00	117,670.00
Gerkis, James P.	29.00	2,195.00	63,655.00
Hamilton, Martin T.	4.80	1,915.00	9,192.00
Rosen, Brian S.	149.90	2,135.00	320,036.50
Total Partner	241.10		\$ 510,553.50
<u>Senior Counsel</u>			
Dalsen, William D.	16.80	1,560.00	26,208.00
Total Senior Counsel	16.80		\$ 26,208.00
<u>Associate</u>			
Anderson, Isaiah D.	1.10	1,090.00	1,199.00
Childress, Benjamin G.	24.10	1,090.00	26,269.00
Habenicht, Yomarie S.	1.60	1,395.00	2,232.00
LaBerge, Marielle T.	8.20	950.00	7,790.00
Multari, Thomas T.	5.60	1,175.00	6,580.00
Richard, Margo R.	1.80	1,090.00	1,962.00
Sanchez Tavarez, Genesis G.	11.70	1,235.00	14,449.50
Sazant, Jordan	126.20	1,395.00	176,049.00
Volin, Megan R.	79.30	1,330.00	105,469.00
Total Associate	259.60		\$ 341,999.50
<u>Paralegal</u>			
Gaspar, Ella S.	2.90	375.00	1,087.50
Total Paralegal	2.90		\$ 1,087.50
<u>Practice Support</u>			
Fox, Rachel L.	0.50	590.00	295.00
Total Practice Support	0.50		\$ 295.00
Professional Fees	520.90		\$ 880,143.50

Client Name Committee of Facility B Lenders (87307)
Matter Name Debt Restructuring (0001)

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Invoice Date 25 Jan 2024
Invoice Number 21231235

Disbursement Summary

<u>Disbursements and Other Charges</u>	<u>Amount</u>
Computerized Research	7,898.50
Copying & Printing	133.60
Delivery Services	192.32
Meals	271.86
PACERPRO	16.00
Proofreading	129.00
Transcripts	94.50
Word Processing	249.00
Total Disbursements	\$ 8,984.78

Total Billed

\$ 889,128.28



Proskauer Rose LLP Eleven Times Square, New York, NY 10036-8299

Remittance Advice

Federal ID: 13-1840454

Genesis Global Capital, LLC
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006

Invoice: 21231235
Invoice Date: 25 Jan 2024
Client Matter ID: 87301.0001

Attn: Sean O'Neal

Remit To:
Proskauer Rose LLP
Eleven Times Square
New York, NY 10036-8299
ATTN: Accounts Receivable

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001

Total Due This Invoice

\$ 889,128.28

Outstanding Invoices

<u>Date</u>	<u>Invoice</u>	<u>Total</u>	<u>Credits Applied</u>	<u>Remaining Balance</u>
28 Feb 2023	21163173	892,660.90	0.00	892,660.90
29 Mar 2023	21172181	599,210.76	0.00	599,210.76
26 Apr 2023	21178142	500,505.13	0.00	500,505.13
22 May 2023	21183447	272,087.08	0.00	272,087.08
25 Jul 2023	21194983	989,906.68	0.00	989,906.68
29 Aug 2023	21203533	240,841.41	0.00	240,841.41
19 Sep 2023	21204677	265,491.50	0.00	265,491.50
16 Oct 2023	21215363	964,314.12	0.00	964,314.12
20 Dec 2023	21225600	1,756,001.62	0.00	1,756,001.62
Total Outstanding				\$ 7,370,147.48

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001



Proskauer Rose LLP Eleven Times Square, New York, NY 10036-8299

Federal ID: 13-1840454

Genesis Global Capital, LLC
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006

Invoice: 21237428
Invoice Date: 29 Feb 2024
Client Matter ID: 87301.0001

Attn: Sean O'Neal

RE: Debt Restructuring

For legal services rendered for the period ending January 31, 2024 as set forth in this invoice.

Fees Billed	\$ 1,453,414.50
Disbursements Billed	\$ 5,242.02
Total Due This Invoice	\$ 1,458,656.52

Outstanding Invoices

<u>Date</u>	<u>Invoice</u>	<u>Total</u>	<u>Credits Applied</u>	<u>Remaining Balance</u>
28 Feb 2023	21163173	892,660.90	0.00	892,660.90
29 Mar 2023	21172181	599,210.76	0.00	599,210.76
26 Apr 2023	21178142	500,505.13	0.00	500,505.13
22 May 2023	21183447	272,087.08	0.00	272,087.08
25 Jul 2023	21194983	989,906.68	0.00	989,906.68
29 Aug 2023	21203533	240,841.41	0.00	240,841.41
19 Sep 2023	21204677	265,491.50	0.00	265,491.50
16 Oct 2023	21215363	964,314.12	0.00	964,314.12
20 Dec 2023	21225600	1,756,001.62	0.00	1,756,001.62
25 Jan 2024	21231235	889,128.28	0.00	889,128.28
Total Outstanding				\$ 8,828,804.00

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001

We do not change our bank account details. Do not reply to or act upon any email you receive purporting to advise you that our bank account details have changed. Please telephone your contact at our office before transferring any funds.

Client Name Committee of Facility B Lenders (87307)
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
<u>Description of Services Rendered</u>			
01 Jan 2024	PDD	Genesis Bankruptcy: Review discovery demands from Gemini and DCG and outline objections and responses.	7.30
01 Jan 2024	BSR	Review SteerCo memorandum regarding update/transfer, etc. (0.60); Memorandum to SteerCo regarding same (0.10); Review ██████████ memorandum regarding Gemini (0.10); Memorandum to O'Neal, et al., regarding same (0.10); Review O'Neal memorandum regarding same (0.10); Review Abelson memorandum regarding same (0.10); Memorandum to ██████████ regarding same (0.20); Memorandum to ██████████ regarding transfer paydown (0.10).	1.40
01 Jan 2024	JS	Emails with SteerCo re: case status update	0.30
02 Jan 2024	PDD	Genesis Bankruptcy: Review and plan for responses to discovery demands from Gemini and DCG (5.60); review discovery defense strategy and tactics (2.20); communications with counsel for Debtor and ICC re: common interests and prep for court hearing (0.50); prepare for court hearing including plan for discovery (4.40).	12.70
02 Jan 2024	JPG	Correspondence. Work on plan supplement documents. Internal meeting and conferences.	3.50
02 Jan 2024	BSR	Conference call with Cleary, et al., regarding adversary discovery issues (0.50); Conference call with Steer Co and Province regarding PA Post (0.60); Conference call with SteerCo and BRG regarding same (0.90); Conference call with BRIC and SteerCo regarding same (0.60); Conference call with Clary and W&C regarding paydown issues (0.50); Conference call with AHG regarding update (0.50); Second call with Cleary and W&C regarding paydown, documents, confirmation, etc (0.90); Conference call with Gerkis, et al. regarding confirmation documents (0.50); Review O'Neal memorandum regarding paydown call (0.10); Review Abelson memorandum regarding same (0.10); Memorandum to O'Neal regarding same (0.10); Review statement regarding 3AC effective date (0.10); Review Dalsen memorandum regarding Hearing (0.10); Memorandum to Dalsen, et al., regarding same (0.10); Review Gemini Discovery documents and letter (0.30); Teleconference with P. Doyle regarding same (0.20); Review Abelson memorandum regarding Gemini Rider (0.10); Memorandum to Abelson regarding same (0.10); Review O'Neal memorandum regarding same (0.10); Review A. Parra memorandum regarding By-laws (0.10); Memorandum to A. Parra regarding same (0.10); Review O'Neal memorandum regarding Rider (0.10); Review A. Frelinghuysen memorandum regarding same (0.10); Memorandum to Frelinghuysen regarding same (0.10); Teleconference with O'Neal regarding same (0.10); Review discovery notices (1.10); Teleconference with Renzi regarding proposal (0.30); Review BRG draft regarding same (0.20); Memorandum to Renzi regarding same (0.10); Teleconference with Renzi regarding same (0.20); Review Hoori memorandum regarding discovery call (0.10); Review Dalsen memorandum regarding same (0.10); Memorandum to Dalsen regarding same (0.10); Review ██████████ memorandum regarding Ballot (0.20); Memorandum to ██████████ regarding same (0.20); Memorandum to Sazant regarding submission of Ballots (0.10); Review Sazant memorandum regarding same (0.10); Review Doyle memorandum regarding Hearing/Call (0.10); Memorandum to Doyle	10.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		regarding same (0.10).	
02 Jan 2024	WDD	Call with UCC and Debtors regarding discovery matters; Call with P. Doyle regarding case status, discovery matters, and next steps; Correspondence with team regarding hearing tomorrow and discovery matters.	3.30
02 Jan 2024	BGC	Reviewed and sent comments on revised WDOC and litigation By-laws; call with PEIMA and Bankruptcy teams to review docs; turned comments from Bankruptcy team and Jim G.; circulated revised drafts	4.80
02 Jan 2024	TTM	Attend weekly ad hoc group call and prepare notes for M. Hamilton and Y. Habenicht.	0.50
02 Jan 2024	GGG	Meeting with Debtors and UCC regarding Discovery.	0.60
02 Jan 2024	JS	Edit bylaws and PA Agreement; meeting with B. Rosen, P. Doyle, W. Dalsen, and G. Sanchez Tavares re:hearing; meeting with B. Rosen, J. Gerkis, and B. Childress re: bylaws and PA Agreement; emails with UCC re: same; meetings with debtors and UCC re: DCG payments	6.60
02 Jan 2024	MRV	Weekly ad hoc group call (.4); call with Cleary and White & Case regarding DCG paydown (.6).	1.00
02 Jan 2024	ESG	Register attorneys for upcoming hearings.	0.10
02 Jan 2024	ESG	Pull pleadings and distribute to team per J. Sazant.	0.40
03 Jan 2024	PDD	Genesis Bankruptcy: Telconf with Debtor and UCC counsel to prepare for common interest positions at court hearing (0.60); Prepare for and attend court Omnibus Hearing (3.60); review and revise discovery strategy in response to 30b6 and document demands of Gemini and DCG (6.70).	10.90
03 Jan 2024	JPG	Correspondence. Work on plan supplement documents. Meeting with Cleary, W&C and Proskauer teams. Internal conferences.	3.10
03 Jan 2024	BSR	Review pleadings regarding Omnibus Hearing (0.80); Attend Omnibus Hearing (1.80); Conference call with Proskauer team regarding prep (0.40); Review and revise PA Agreement (0.60); Memorandum to SteerCo regarding same (0.10); Memorandum to [REDACTED] regarding By-Laws (0.10); Memorandum to SteerCo regarding BRG revised proposal (0.10); Teleconference with Renzi regarding same (0.30); Memorandum to J. Sazant regarding Crypto members (0.10); Review Sazant memorandum regarding same (0.10); Memorandum to O'Neal regarding same/Deposition (0.10); Review O'Neal memorandum regarding same (0.10); Memorandum to Team regarding custodians (0.10); Review Mills memorandum regarding meet & confer (0.10); Memorandum to Mills regarding same (0.10); Conference call regarding AHG Intervention, etc (0.50); Teleconference with Renzi regarding latest BRG proposal (0.50); Conference call regarding objections, etc (1.00); Memorandum to J. Sazant regarding BRG proposal (0.10); Memorandum to [REDACTED] regarding deposition (0.10); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Review Childress memorandum regarding By-Laws (0.20); Memorandum to Childress regarding same (0.10); Teleconference with [REDACTED] regarding BRG (0.40); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Teleconference regarding same (0.20); Review BRG Proposal (0.30); Memorandum to Renzi regarding	9.30

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		same (0.10); Review Renzi memorandum regarding same (0.10); Review revised proposal (0.30); Memorandum to SteerCo regarding same (0.10).	
03 Jan 2024	WDD	Call with Debtors regarding omnibus hearing and discovery matters; Correspondence with P. Doyle regarding discovery matters; Prepare for omnibus hearing; Attend omnibus hearing.	4.90
03 Jan 2024	BGC	Prepped for and attended all hands call with external counsel; prepped for and conducted issues list call with W&C; reviewed revised By-laws and PA Agreement; revised Bylaws and sent issues list to PR team	3.40
03 Jan 2024	GGG	Meeting with Debtors and UCC to discuss position prior to hearing (.40); Hearing with Judge Lane (1.90); Draft responses and objections to Gemini's 30(b)(6) notice ().	3.20
03 Jan 2024	JS	Call re: Gemini discovery dispute; attend hearing; edit bylaws and PA Agreement; calls with J. Gerkis re: same; meet with potential PA Officer candidate; meet and confer with Gemini re: discovery; review PA Officer proposal; draft status update	5.40
03 Jan 2024	MRV	Attend hearing (1.9); review plan administrator proposal (.3).	2.20
03 Jan 2024	ESG	Coordinate zoom set up for hearing.	0.10
03 Jan 2024	ESG	Maintain docket calendar.	0.10
03 Jan 2024	ESG	Register attorneys for upcoming hearings.	0.40
03 Jan 2024	RLF	Per G. Sanchez Tavarez, processed multiple PSTs within internal Relativity workspace.	3.50
03 Jan 2024	RLF	Per G. Sanchez Tavarez, copied multiple mailboxes from Records network repository to the Relativity Repository.	3.00
03 Jan 2024	RLF	Per G. Sanchez Tavarez, requested mailbox collection for PST Relativity processing	0.30
03 Jan 2024	RLF	Per S. Metallo-Barragan, created date-filtered timekeeper report.	0.70
04 Jan 2024	PDD	Genesis Bankruptcy: Prepare for and participate in communications re: discovery disputes including meet and confer with Gemini counsel (3.80); review key topics for 30b6 witness and review strategy re: same (5.70); review document issues including collection, and review and outline plan re: same (2.90).	12.40
04 Jan 2024	JPG	Correspondence. Work on plan supplement documents. Internal conferences.	2.90
04 Jan 2024	BSR	SteerCo call regarding PA/Witness (0.50); Conference call with Team regarding meet and confer (0.50); Meet and Confer with Cleary, Hughes Hubbard, et al regarding Plan Discovery (0.50); Review draft SEC pleadings (0.30); Conference call with Cleary W&C, et al. regarding same (0.60); Teleconference with [REDACTED] regarding update (0.40); Review [REDACTED] memorandum regarding PA Officer (0.30); Memorandum to [REDACTED] regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Memorandum to SteerCo regarding SEC issues (0.10); Review SteerCo correspondence regarding same (0.30); Memorandum to F. Zarb regarding same (0.10); Teleconference with Zarb regarding same (0.20); Review and revise letter to SteerCo regarding Discovery (0.20); Memorandum to Dalsen regarding same (0.10); Review Dalsen memorandum regarding same (0.10); Memorandum to Dalsen regarding same (0.10); Review Dalsen memorandum regarding documents (0.10);	6.90

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		Memorandum to Dalsen regarding same (0.10); Review and revise reservation letter regarding ETH (0.30); Memorandum to O'Neal regarding same (0.10); Memorandum to SteerCo regarding Discovery (0.10); Review Discovery requests regarding DCG (0.40); Review custodian memorandum (0.20); Review PA agreement and revised By-Laws (0.90); Review latest BRG proposal (0.20).	
04 Jan 2024	WDD	Call with litigation team regarding discovery strategy; Call with bankruptcy team regarding discovery strategy; Attend meet/confer on discovery matters; Correspondence with G. Sanchez Tavarez regarding document collection and next steps; Call with G. Sanchez Tavarez regarding document searches and next steps.	4.10
04 Jan 2024	BGC	Call with Jordan S. and Jim G. to review issues list; revised Bylaws and turned comments from Jim G.; revised new governance documents and sent to external teams	2.90
04 Jan 2024	MTL	Discussed discovery strategy with Will Dalsen and Genesis Sanchez Tavarez.	0.80
04 Jan 2024	MRR	Meeting with G. Sanchez-Tavarez to discuss upcoming document review.	0.40
04 Jan 2024	GGs	Internal calls to discuss deposition and discovery requests; Gemini meet and confer; meeting with W. Dalsen, M. LaBerge and M. Richard to discuss document review; review and respond to emails from eDiscovery regarding discovery protocol.	2.40
04 Jan 2024	JS	Meetings with clients and potential plan administrators; meetings with debtors, UCC, and Gemini re: discovery; meetings with debtors and UCC re: SEC; review consent judgment; submit Plan ballots; correspondence with B. Rosen, P. Doyle, W. Dalsen, and G. Sanchez Tavares re: discovery responses	5.80
04 Jan 2024	MRV	Review discovery letter.	0.30
04 Jan 2024	ESG	Pull deposition notices per P. Doyle.	0.40
04 Jan 2024	RLF	Per G. Sanchez Tavarez, completed processing for Relativity workspace and provided processing summary report.	1.00
04 Jan 2024	JK	Parse domains and create saved searches in document discovery database in preparation for attorney review per W. Dalsen.	0.80
05 Jan 2024	PDD	Genesis Bankruptcy: Prepare for and participate in Zoom with clients re: discovery plans (2.70); review document issues with various clients (1.80); plan collection and prep for 30b6 deponent and strategy re: same (5.40); plan for communications with clients outside U.S. and document collection and privacy issues re: same (2.60).	12.50
05 Jan 2024	JPG	Numerous correspondence regarding draft plan supplement documents, open issues and review of the same. Internal conferences.	1.90
05 Jan 2024	BSR	Review ██████████ memorandum regarding Discovery (0.10); Memorandum to ██████████ regarding same (0.10); Memorandum to SteerCo regarding UCC proposal (0.10); Review same (0.40); Review and revise SEC Pleadings (0.50); Review Zarb comments regarding same (0.20); Review ██████████ memorandum regarding documents (0.10); Teleconference with ██████████ regarding same (0.20); Memorandum to ██████████ regarding same (0.10); Review Sazant memorandum regarding SEC (0.10); Review O'Neal memorandum regarding same (0.10); Memorandum to O'Neal	5.80

Client Name Committee of Facility B Lenders (87307)
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Invoice Date 29 Feb 2024
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		regarding same (0.10); Review O'Neal memorandum regarding same (0.10); Memorandum to O'Neal regarding same (0.10); Memorandum to A. Parra regarding Board (0.10); Review Parra memorandum regarding PA issues (0.10); Memorandum to A. Parra regarding same (0.20); Review Sazant memorandum regarding AHG Claims (0.20); Memorandum to Sazant regarding same (0.10); Review ██████████ memorandum regarding SEC (0.10); Memorandum to ██████████ regarding same (0.10); Memorandum to ██████████ regarding Discovery call (0.10); Teleconference with Van Lare regarding Setoff Extension (0.20); Teleconference with J. Sazant regarding same (0.10); Memorandum to Van Lare regarding same (0.10); Review Witness lists (0.50); Memorandum to SteerCo regarding same (0.10); Review Final destination of rights letter (0.10); Memorandum to SteerCo regarding same (0.10); Review O'Neal memorandum regarding Setoff (0.10); Memorandum to O'Neal regarding same (0.10); Memorandum to ██████████ regarding same (0.10); Review payoff material (0.20); Review and revise status update (0.40); Review memorandum regarding ██████████ (0.10); Memorandum to Parra regarding same (0.10); Review Parra memorandum regarding PA Agreement (0.10); Memorandum to Parra regarding same (0.10).	
05 Jan 2024	BSR	Conference call with Zarb and Sazant regarding SEC issues (0.50); Conference call with SteerCo and BRG regarding proposal (0.40); Teleconference ██████████ regarding same (0.30); Teleconference with ██████████ regarding same (0.20); Conference call with SteerCo regarding Discovery (0.80); Conference call with ██████████ et al., regarding DCG update (0.40); Review ██████████ memorandum regarding Discovery (0.10); Memorandum to ██████████ regarding same (0.10); Review ██████████ memorandum regarding same (0.10); Memorandum to ██████████ regarding same (0.10); Review ██████████ memorandum regarding same (0.10); Memorandum to ██████████ regarding same (0.10); Review Doyle memorandum regarding same (0.10); Memorandum to Doyle regarding same (0.10); Review memorandum regarding custodians (0.10); Memorandum to Sazant, et al regarding same (0.10); Review Sazant memorandum regarding By-Laws (0.10); Review By-Laws (0.40); Memorandum to Sazant regarding same (0.10).	4.20
05 Jan 2024	FGZ	Internal communications and review draft SEC docs, other follow up specific points	1.90
05 Jan 2024	WDD	Multiple calls with eDiscovery team regarding document collection and next steps; Correspondence with team regarding document collection and next steps; Call with P. Doyle regarding document collection and next steps; Call with client regarding document collection and next steps; Analyze potential collection protocol; Correspondence with team regarding collection protocol; Correspondence with client regarding document collection.	5.30
05 Jan 2024	BGC	Turned PR comments to Bylaws and sent to external teams	0.60
05 Jan 2024	MTL	Attended call with Will Dalsen and e-discovery team to discuss discovery strategy.	0.60
05 Jan 2024	MRR	Attending meeting regarding Genesis Relativity document review.	0.60
05 Jan 2024	GGG	Calls to discuss internal document collection.	2.40
05 Jan 2024	JS	Edit plan supplement documents; creditor correspondence; edit SEC documents; correspondence with B. Rosen, F. Zarb, and debtors re: SEC documents; submit creditor votes on Plan; edit claim	8.50

Client Name Committee of Facility B Lenders (87307)
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 Invoice Number 21237428

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		reconciliation documents; correspondence with B. Rosen and debtors re: same; draft case status update; meeting with clients and Proskauer re: Plan discovery process	
05 Jan 2024	MRV	Call with steering committee and Proskauer team regarding discovery issues.	0.90
05 Jan 2024	JK	Call with case team re: review and production of electronic mail records in document discovery database.	0.60
05 Jan 2024	ILA	Participate in strategy call with case team for Relativity searching and upcoming needs	0.60
05 Jan 2024	ILA	Perform various searches, full threading, and updates in Relativity to better capture and reflect the review needs of the case team, and provide reporting accordingly	2.60
05 Jan 2024	ILA	Discuss search needs with W Dalsen	0.10
05 Jan 2024	ILA	Participate in strategy and client call with case team and client committee	0.80
05 Jan 2024	SMM	Draft legal hold notice and send to G. Sanchez Tavarez for review and comment; send legal hold notice to custodians and enact hold for matter.	0.80
06 Jan 2024	PDD	Genesis Bankruptcy: Prepare for and participate in communication with SteerCo members re: discovery matters and review key documents.	4.70
06 Jan 2024	JPG	Numerous correspondence regarding draft plan supplement documents, open issues and review of the same.	1.20
06 Jan 2024	BSR	Teleconference with Saferstein regarding financing (0.10); Review O'Neal memorandum regarding Ducera claims (0.10); Memorandum to O'Neal regarding same (0.10); Memorandum to O'Neal regarding DCG debt (0.10); Review O'Neal memorandum regarding same (0.10); Teleconference with [REDACTED] regarding update (0.40); Memorandum with SteerCo regarding same (0.50).	1.40
06 Jan 2024	WDD	Call with client regarding document collection and next steps; Correspondence with I. Antoon regarding document review; Correspondence with G. Sanchez Tavarez regarding document collection and review; Call with P. Doyle regarding document collection; Review eDiscovery domain and threading reports; Correspondence with bankruptcy team regarding privilege assertions;	4.90
06 Jan 2024	GGS	Telephone conference with [REDACTED] regarding discovery requests; review and respond to emails regarding protocols for search.	0.50
06 Jan 2024	JS	Edit bylaws and PA Agreement; correspondence with UCC re: same; emails with UCC re: SEC Settlement; review comments to same	2.40
06 Jan 2024	JS	Emails with W. Dalsen re: document review and confirmation discovery	0.60
06 Jan 2024	MRV	Emails with W. Dalsen regarding privilege issues.	0.10
06 Jan 2024	ILA	Participate in client call concerning ESI	0.30
06 Jan 2024	ILA	Perform extensive and complicated searching in Relativity to capture inclusions per search hits to reduce review burden by case team	1.50
07 Jan 2024	PDD	Genesis Bankruptcy: Review key documents and 30b6 topics for objections and witness prep.	6.30

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
07 Jan 2024	JPG	Numerous correspondence regarding draft plan supplement documents, open issues and review of the same.	1.40
07 Jan 2024	BSR	Teleconference with B. Geer regarding financing (0.20); Conference call with SteerCo regarding same (0.60); Conference call with Cleary, W&C, et al., regarding DCG Plan Objections (0.70); Conference call with Levander, et al regarding DUCERA claims (0.40); Review Levander memorandum regarding same (0.10); Memorandum to Sazant regarding notice (0.10); Review and revise same (0.50); Teleconference with P. Abelson regarding same etc (0.30); Memorandum to Saferstein regarding Finasong (0.10); Review Saferstein memorandum regarding same (0.10); Memorandum to SteerCo regarding same (0.10); Memorandum to O'Neal regarding same (0.10); Review Parra memorandum regarding LOC Counsel (0.10); Memorandum to Parra regarding same (0.10); Revise notice regarding DCG Defaults (0.40); Review Cleary responses to Gemini Discovery (0.20); Review draft AHG responses (0.30); Review revised draft (0.20).	4.60
07 Jan 2024	WDD	Revise responses and objections to DCG requests; Correspondences with G. Sanchez Tavarez regarding document collection and review status, and next steps.	4.00
07 Jan 2024	GGs	Work through discovery requests	3.20
07 Jan 2024	JS	Draft notice of DCG Payment dispute; emails with B. Rosen re: same; edit same; meeting with B. Rosen, debtors, and UCC re: Plan discovery; meeting with B. Rosen, debtors, and UCC re: DCG response; meeting with debtors re: preferences; edit responses and objections to discovery requests	5.80
07 Jan 2024	MRV	Review draft responses and objections to DCG request for production.	0.20
08 Jan 2024	PDD	Genesis Bankruptcy: Prepare for and participate in Zoom call with UCC counsel Colin West and team re: Plan discovery (1.30); review key documents and discovery issues (3.50); review corp rep. topics, objections and responsive documents for prep of witness (5.20).	10.00
08 Jan 2024	JPG	Correspondence regarding draft plan supplement documents and review of the same.	1.00
08 Jan 2024	MTH	Genesis - Weekly AHG meeting. Work on TSA issues.	1.10
08 Jan 2024	BSR	AHG update call regarding status (0.50); Conference call with W&C et al., regarding Discovery issues (1.00); Conference call with SteerCo regarding DCG, etc (0.50); Memorandum to J. Sazant regarding notice/DCG (0.10); Review J. Sazant memorandum regarding same (0.10); Teleconference with E. Gaspar regarding same (0.10); Memorandum m to J. Sazant regarding filing (0.10); Memorandum to SteerCo regarding same (0.10); Memorandum to SEC regarding same (0.20); Review SEC memorandum regarding same (0.10); Teleconference with Abelson regarding same (0.20); Memorandum to Abelson regarding same (0.10); Memorandum to SteerCo regarding SEC (0.10); Memorandum to P. Doyle, et al., regarding same (0.10); Review O'Neal memorandum regarding same (0.10); Memorandum to O'Neal regarding same (0.10); Teleconference with O'Neal regarding same (0.30); Review Dalsen memorandum regarding PRA (0.10); Memorandum to Dalsen regarding same (0.10); Teleconference with [REDACTED] regarding update (0.50); Memorandum to Sazant regarding [REDACTED] (0.10); Review Sazant memorandum regarding same (0.10) Memorandum	8.30

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		to Sazant regarding same (0.20); Review Sazant memorandum regarding same (0.10); Memorandum to Sazant regarding same (0.10); Review ██████ memorandum regarding same (0.10); Memorandum to ██████ regarding same (0.10); Review ██████ memorandum regarding SteerCo call (0.10); Memorandum to ██████ regarding same (0.20); Review Gemini Statement regarding Plan Support (0.20); Memorandum to O'Neal regarding same (0.10); Memorandum to ██████ regarding Discovery (0.10); Review ██████ memorandum regarding same (0.10); Memorandum to Dalsen regarding Pre-Trail (0.10); Review Minott memorandum regarding Depos (0.10); Review O'Neal memorandum regarding same (0.10); Review Sazant memorandum regarding same (0.10); Memorandum to O'Neal regarding same (0.10); Review Dalsen memorandum regarding RFPs (0.10); Review same (0.30); Memorandum to Dalsen regarding comments (0.10); Review Debtor draft letter and notice regarding payments (0.40); Memorandum to C. Riberio regarding same (0.10); Review UCC comments regarding same (0.20); Review O'Neal memorandum regarding letter (0.10); Memorandum to O'Neal regarding same (0.10); Review C. Mills memorandum regarding AHG Discovery (0.20); Memorandum to O'Neal regarding same (0.10).	
08 Jan 2024	WDD	Correspondence with team regarding document collection matters; Review Debtors' discovery responses and objections; Call with Debtors and UCC regarding discovery matters; Work on discovery responses and objections; Multiple calls and correspondence with team regarding discovery responses and collection efforts.	4.00
08 Jan 2024	YSH	Proj Genome	0.50
08 Jan 2024	TTM	Attended weekly ad hoc group meeting [0.5 hrs].	0.50
08 Jan 2024	GGs	Plan discovery call; weekly SteerCo call; call to discuss search protocol.	2.50
08 Jan 2024	JS	Meeting with SteerCo; meeting with Ad Hoc Group; creditor correspondence; ballot submissions; meeting with Debtors and UCC re: discovery; meeting with Debtors and UCC re: confirmation objections; review declarations and other pleadings; review discovery responses; correspondence with B. Rosen, P. Doyle, and W. Dalsen re: same	6.90
08 Jan 2024	MRV	Weekly ad hoc group call (.5); weekly call with steering committee (.6); research solvency issues (1.3); review disputed payment notice (.1).	2.50
08 Jan 2024	ESG	File document per J. Sazant.	0.70
08 Jan 2024	ILA	Participate in case team call regarding search criteria and strategy	0.50
08 Jan 2024	ILA	Set up/construct specific inclusives review batches in Relativity per requests of case team	0.50
09 Jan 2024	PDD	Genesis Bankruptcy: Prepare and participate in Zoom call with ██████ re: prep for 30B6 depo and review key documents re: same.	4.60
09 Jan 2024	BSR	Conference call with Dalsen, et al., regarding Deposition Prep (0.50); Review Crypto Creditors Declarations (0.90); Review Verost Declaration in Sazant (0.20); Memorandum to P. Doyle, et al. regarding same (0.10); Teleconference with P. Abelson regarding same (0.20); Memorandum to SteerCo regarding same (0.10); Review ██████ memorandum regarding Discovery (0.10); Memorandum to Dalsen regarding same (0.10); Memorandum to M.	5.30

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		Volin regarding SVB Fee Provisions (0.10); Review Dalsen memorandum regarding deposition (0.10); Memorandum to Dalsen regarding same (0.10); Memorandum to SteerCo regarding Ballot Submission (0.10); Teleconference with J. Sazant regarding same (0.20); Review ██████████ memorandum regarding same (0.10); Teleconference with Saferstein regarding Financing (0.10); Review O'Neal memorandum regarding same (0.10); Memorandum to O'Neal regarding same (0.10); Teleconference with Van Lare regarding reschedule (0.20); Memorandum to P Doyle, et al. regarding same (0.10); Review B. Lenox memorandum regarding Plan Supplement (0.10); Memorandum to B. Lenox regarding same (0.10); Review Van Lare memorandum regarding same (0.10); Memorandum to B. Lenox regarding Van Lare call (0.10); Review Discovery correspondence (0.60); Teleconference with ██████████ regarding Deposition Issues (0.50); Teleconference with ██████████ regarding update (0.30).	
09 Jan 2024	WDD	Correspondence with I. Antoon regarding document review; Revise draft responses and objections to Gemini RFPs; Draft litigation hold and document-collection guidance for client; Correspondence with client regarding upcoming deposition; Correspondence with client regarding document collection; Correspondence with B. Rosen and J. Sazant regarding document collection; Call with client regarding deposition preparatoin.	6.60
09 Jan 2024	GGG	Continue working on responses and objections to discovery requests; continue working on document review process; telephone conference with W. Dalsen regarding discovery; review and respond to emails regarding document collection.	4.00
09 Jan 2024	JS	Review filed declarations; meet with teams re: deposition prep; edit responses and objections to discovery requests; meet with debtors and clients re: claim valuation; correspondence with debtors and UCC re: DCG financing; correspondence with debtors and UCC re: confirmation timeline	6.30
09 Jan 2024	MRV	Review Verost declaration (.1); review and analyze SVB RSA professional fee provisions and emails with B. Rosen and J. Sazant regarding same (.5).	0.60
09 Jan 2024	ESG	Call court regarding upcoming pre-trial conference.	0.10
09 Jan 2024	ESG	Maintain docket calendar.	0.10
09 Jan 2024	ESG	Book conference room for upcoming omnibus hearing.	0.10
09 Jan 2024	ILA	Set up customized highlighting in Relativity for various groups as requested by case team	0.90
09 Jan 2024	ILA	Set up several complex searches in Relativity for specific communications as requested by case team	0.60
09 Jan 2024	ILA	Create custom search logic/instruction for additional client email searching and export	0.40
10 Jan 2024	BSR	Review O'Neal memorandum regarding DCG meeting (0.10); Review Abelson memorandum regarding same (0.10); Memorandum to O'Neal regarding same (0.10); Review VanLare memorandum regarding confirmation schedule (0.10); Memorandum to VanLare regarding same (0.10); Memorandum to SteerCo regarding same (0.10); Review SteerCo responses regarding same (0.40); Teleconference with ██████████ regarding same (0.20); Teleconference with ██████████ regarding same (0.20); Memorandum to ██████████	6.40

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		regarding same (0.10); Review H. Patel memorandum regarding Attestor Documents (0.10); Memorandum to H. Patel regarding same (0.10); Review Setoff principles (0.20); Teleconference with J. Sazant regarding same (0.20); Conference call regarding Confirmation Objection, etc (1.10); Review ██████████ memorandum regarding Plan Votes (0.10); Memorandum to ██████████ regarding same (0.10); Review ██████████ memorandum regarding same (0.10); Memorandum to ██████████ regarding same (0.10); Review Dalsen memorandum regarding document platform (0.10); Memorandum to Dalsen regarding same (0.10); Review J. Sazant memorandum regarding adjournment (0.10); Memorandum to J. Sazant regarding same (0.10); Teleconference with Abelson regarding same (0.40); Review Dalsen memorandum regarding same (0.10); Memorandum to Dalsen regarding same (0.10); Review J. Sazant memorandum regarding production (0.20); Review Dalsen memorandum regarding same (0.10); Memorandum to Dalsen regarding same (0.10); Memorandum to Sazant regarding status update (0.10); Memorandum to SteerCo regarding Confirmation/DCG (0.50); Review ██████████ memorandum regarding same (0.10); Review ██████████ memorandum regarding same (0.10); Memorandum to ██████████ regarding same (0.10); Review Van Lare memorandum regarding AHG Witness (0.10); Memorandum to Van Lare, et al., regarding same (0.10); Review and revise status update (0.30).	
10 Jan 2024	FGZ	Further follow up.	0.30
10 Jan 2024	WDD	Extensive work on document collection and review matters; Review and revise draft interrogatory responses; Revise and revise draft responses to requests for production; Correspondence with team regarding discovery matters.	2.80
10 Jan 2024	GGs	Continue working on responses and objections to discovery requests; continue working on document review process; telephone conference with W. Dalsen regarding discovery; review and respond to emails regarding document collection.	2.50
10 Jan 2024	JS	Correspondence with PR and clients re: confirmation timeline; creditor correspondence; draft status update; meeting with B. Rosen and client re: setoff; correspondence with debtors re: claim reconciliation; submit creditor ballots; edit responses and objections to discovery requests; review discovery documents; meeting with debtors and UCC re: confirmation objections	5.40
10 Jan 2024	MRV	Emails with clients and B. Rosen regarding confirmation timeline (.1); review Crypto Creditors Group declaration and response to Gemini requests for production (.4); call with White & Case, B. Rosen, and J. Sazant (.2); emails with G. Sanchez Tavaréz regarding protective order (.1).	0.80
10 Jan 2024	ILA	Review, validate and communicate with vendors regarding setup of review workspace	0.40
11 Jan 2024	PDD	Genesis Bankruptcy: Review discovery issues and key documents and prepare for and participate in discovery meetings with ██████████	3.50
11 Jan 2024	BSR	Memorandum to J. Sazant regarding status update (0.10); Review voting results (0.30); Memorandum to SteerCo regarding same (0.10); Memorandum to Sazant, et al. regarding mediation order/production (0.10); Review Order (0.30); Conference call with Proskauer team regarding Discovery update (0.50); Memorandum to Sazant regarding Mediation Order (0.10); Review Dalsen	7.50

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		<p>memorandum regarding same (0.10); Review Sazant memorandum regarding same (0.10); Memorandum to Dalsen regarding same (0.10); Memorandum to Gemini et al., regarding AHG Deposition (0.20); Teleconference with A. Frelinghuysen regarding same, preference, etc (0.40); Teleconference with O'Neal regarding same (0.30); Teleconference with Abelson regarding same (0.30); Teleconference with Van Lare regarding preference condition (0.10); Review Sazant memorandum regarding Gemini Rider (0.10); Memorandum to Sazant regarding same (0.10); Teleconference with Sazant regarding same (0.20); Memorandum to SteerCo members regarding documents (0.20); Teleconference with Dalsen regarding same (0.20); Memorandum to Van Lare regarding Witness preference, etc (0.20); Review [REDACTED] M. Park regarding same (0.10); Review Van Lare memorandum regarding preference amount (0.10); Memorandum to Van Lare regarding same (0.10); Teleconference with Van Lare regarding same (0.20) Review [REDACTED] memorandum regarding call (0.10); Memorandum to [REDACTED] regarding same (0.10); Review O'Neal memorandum regarding RFP (0.10); Memorandum to O'Neal regarding same (0.10); Review Discovery correspondence and drafts (1.20); Review Dalsen memorandum regarding Van Lare/Schedule (0.10); Memorandum to Dalsen regarding same (0.10); Memorandum to Abelson regarding same (0.10); Teleconference with Abelson regarding same (0.30); Memorandum to O'Neal regarding RFPs (0.10); Review O'Neal memorandum regarding same (0.10); Memorandum to Van Lare regarding Extension (0.40).</p>	
11 Jan 2024	WDD	Revise draft objections to requests for production; Revise draft responses and objections to interrogatories; Calls with client regarding document collection and review; Team call regarding discovery status; Call with counsel to Debtors and UCC regarding discovery matters; Extensive correspondence with team regarding document collection and review efforts.	8.10
11 Jan 2024	IDA	Meeting with J. Sazant, G. Sanchez Tavarez, M. Richard & M. LaBerge regarding document review on confirmation discovery (0.50); meeting with G. Sanchez Tavarez, M. Richard & M. LaBerge regarding protocol for document review on confirmation discovery (0.60)	1.10
11 Jan 2024	MTL	Met with team regarding discovery strategy.	1.10
11 Jan 2024	MRR	Attending meeting regarding the Relativity document review.	1.10
11 Jan 2024	MRR	Analyzing documents for the Relativity document review.	2.00
11 Jan 2024	GGs	Review and respond to emails and telephoen conference regarding document collection, review and production.	5.60
11 Jan 2024	JS	Coordinate discovery; meeting with debtors and UCC re: same; creditor correspondence; review Rs & Os; review discovery documents; draft status update	7.10
11 Jan 2024	MRV	Call with Proskauer team regarding discovery issues (.4); review status update (.1); review B. Rosen email to Cleary regarding confirmation schedule (.1).	0.60
11 Jan 2024	ILA	Call with case team and [REDACTED] regarding document collection and production	0.60
11 Jan 2024	ILA	Participate in case team call to discuss document review strategy	0.50

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
11 Jan 2024	ILA	Create full reporting of documents falling within various categories of review per requests of case team	1.30
11 Jan 2024	ILA	Call with case team and H Patel regarding document collection and production	0.70
11 Jan 2024	ILA	Perform a multitude of complex and direct searching and data exclusion from review per requests of case team	1.90
12 Jan 2024	PDD	Genesis Bankruptcy: Review Dolan discovery matters and prepare for 30b6 witness depo.	2.30
12 Jan 2024	BSR	Conference call with W&C, et al., regarding Depo prep/schedule (0.90); Conference call with Cleary, et al. regarding Conf. Arguments (0.60); Review W. Dalsen memorandum regarding [REDACTED] documents (0.10); Memorandum to Dalsen regarding same (0.10); Review Dalsen memorandum regarding same (0.10); Memorandum to Dalsen regarding same (0.10); Review Van Lare memorandum regarding prep/timing (0.10); Memorandum to Van Lare regarding same (0.10); Review Van Lare memorandum regarding same (0.10); Review C. Shore memorandum regarding same (0.10); Review O'Neal memorandum regarding RFPs (0.10); Memorandum to J. Sazant regarding same (0.10); Teleconference with Sazant regarding same (0.10); Teleconference with NYAG regarding intentions (0.40); Memorandum to [REDACTED] regarding same (0.20); Memorandum to [REDACTED] regarding same (0.20); Review [REDACTED] memorandum regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.20); Review [REDACTED] memorandum regarding same (0.10); Memorandum to SteerCo regarding postponement (0.20); Review SteerCo memorandum regarding same (0.30); Memorandum to [REDACTED] and [REDACTED] regarding NYAG (0.10); Review [REDACTED] documents (0.40); Memorandum to [REDACTED] regarding same (0.10); Review Pryor Cashman 2019 (0.10); Memorandum to Sazant regarding same (0.10); Review Sazant memorandum regarding UCC request (AHG) (0.10); Memorandum to Sazant regarding same (0.10); Review Sazant memorandum regarding same (0.10); Memorandum to Sazant regarding unredacted PSA (0.10); Review O'Neal memorandum regarding voting/AHG (0.10); Memorandum to O'Neal regarding same (0.10); Review and revise status update (0.30); Review RFP responses and memorandum to Dalsen regarding same (0.40); Teleconference with Abelson regarding status (0.30); Review UCC and Debtor Discovery correspondence (0.90).	7.70
12 Jan 2024	WDD	Extensive revisions to objections and responses to Rule 30(b)(6) notices; Correspondence with team regarding discovery responses to be served today; Call with counsel to UCC regarding discovery matters; Finalize and serve responses and objections to requests for production; Finalize and serve responses and objections to requests for interrogatories; Call with document review team regarding review status and next steps; Correspondence with team regarding document review matters.	5.10
12 Jan 2024	IDA	Meeting with W. Dalsen, G. Sanchez Tavarez, M. Richard & M. LaBerge regarding document review on confirmation discovery (0.50); meeting with J. Sazant, G. Sanchez Tavarez, M. Richard & M. LaBerge regarding document review on confirmation discovery (0.50); Meeting with G. Sanchez Tavarez, M. Richard & M. LaBerge regarding documents in question during document review on confirmation discovery (0.50); reviewed documents on confirmation discovery for responsiveness and privilege (1.10)	2.60

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12 Jan 2024	MTL	Document review and related meetings.	4.40
12 Jan 2024	MRR	Analyzing documents for document review.	0.70
12 Jan 2024	MRR	Analyzing documents for the Relativity document review.	2.20
12 Jan 2024	MRR	Attending meeting to discuss DCG requests for production.	0.40
12 Jan 2024	MRR	Attending meeting to discuss DCG requests for production.	0.70
12 Jan 2024	GGG	Document collection and review.	5.30
12 Jan 2024	JS	Calls and emails re: discovery; call with debtors and UCC re: confirmation objections; DCG discovery; edit Gemini reserve; calls with debtors re: same; correspondence with debtors re: claim reconciliation; draft status update	5.70
12 Jan 2024	MRV	Review emails with Cleary regarding confirmation schedule.	0.10
12 Jan 2024	ESG	Pull pleadings and distribute to team per J. Sazant.	0.40
12 Jan 2024	ESG	Maintain docket calendar.	0.10
12 Jan 2024	ILA	Research export/production options for H Patel Relativity environment	0.20
12 Jan 2024	ILA	Perform additional document identification and removal from batches	0.20
12 Jan 2024	ILA	Discuss data review and export with H Patel	0.30
12 Jan 2024	ILA	Update various database elements including highlighting and choice options within Relativity	0.50
13 Jan 2024	PDD	Genesis Bankruptcy: Review discovery issues and disputes, including review of draft AHG responses and objections.	3.70
13 Jan 2024	BSR	Review O'Neal memorandum regarding DCG Debt (0.10); Memorandum to O'Neal regarding same (0.10); Review Dalsen memorandum regarding Gemini Notice (0.10); Memorandum to Dalsen regarding same (0.10); Review Objection to Gemini Notice (0.30); Memorandum to Dalsen regarding same (0.10); Review Debtors and UCC Discovery materials (0.70); Review [REDACTED] documents (1.30) Review PA Agreement draft (1.10); Review Plan regarding amendments (1.20); Teleconference with Abelson regarding update (0.20).	5.30
13 Jan 2024	WDD	Correspondence with G. Sanchez Tavarez regarding discovery matters; Revise objections and responses to notices of deposition; Correspondence with team regarding objections and responses to notices of deposition.	1.40
13 Jan 2024	IDA	Reviewed documents on confirmation discovery for responsiveness and privilege (1.20)	1.20
13 Jan 2024	MTL	Document Review.	1.40
13 Jan 2024	MRR	Analyzing documents for document review.	2.90
13 Jan 2024	GGG	Document review.	3.00
13 Jan 2024	JS	Edit Gemini reserve; call with M. Weinberg re: same; correspondence with B. Rosen re: same; emails with B. Rosen, W. Dalsen, and G. Sanchez Tavarez re: discovery	3.40
13 Jan 2024	MRV	Review E. Dalsen email regarding next steps for document production and deposition prep.	0.10
13 Jan 2024	ILA	Provide various database review metrics and reporting for case team, as well as preparation for potential draft production set	0.70

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
14 Jan 2024	PDD	Genesis Bankruptcy: Review discovery issues and disputes, including common interest with UCC, and communications with Proskauer team re: same.	2.40
14 Jan 2024	BSR	Review Sazant memorandum regarding Gemini Reserve (0.10); Memorandum to Sazant regarding same (0.10); Teleconference with O'Neal regarding DCG financing (0.40); Teleconference with Saferstein regarding same (0.30); Teleconference with Abelson regarding same (0.30); Review Discovery correspondence and responses to requests (1.30); Review and revise Gemini Reserve rider (0.30).	2.80
14 Jan 2024	WDD	Correspondence with eDiscovery regarding production specifications and status of review; Call with P. Doyle regarding discovery matters, review status, and next steps; Call with R. Blaney regarding UK Privacy Act and GDPR issues; Correspondence with team regarding discovery status; Correspondence with team regarding Debtors' production; Review Cleary production; Correspondence with J. Sazant regarding status of bankruptcy review of proposed production; Correspondence with client regarding document collection.	4.10
14 Jan 2024	GGs	Secondary level document review.	2.00
14 Jan 2024	JS	Document review; correspondence with W. Dalsen re: discovery; edit Gemini reserve; correspondence with B. Rosen and UCC re: same	6.70
14 Jan 2024	MRV	Emails with Proskauer team regarding discovery issues.	0.10
14 Jan 2024	ILA	Set up various searches related to Responsiveness and Privilege in Relativity per requests of case team	0.50
14 Jan 2024	ILA	Advise case team regarding collection and production strategies and options	0.80
14 Jan 2024	ILA	Review and discuss production specifications with case team	0.20
14 Jan 2024	ILA	Create PDFs of data received from [REDACTED] per requests of case team	0.30
14 Jan 2024	ILA	Communications with H Patel regarding Relativity review and export	0.20
15 Jan 2024	PDD	Genesis Bankruptcy: Review document discovery issues and prepare for meetings with [REDACTED]	3.20
15 Jan 2024	MTH	Correspondence Cleary re tax sharing agreement.	0.30
15 Jan 2024	BSR	Revise updated Gemini Reserve Rider (0.40); Teleconference with Sazant regarding same (0.20); Review [REDACTED] memorandum regarding NYAG (0.10); Memorandum to [REDACTED] regarding same (0.10); Review [REDACTED] memorandum regarding Discovery (0.10); Memorandum to [REDACTED] regarding same (0.10); Review W. Dalsen memorandum regarding deposition prep (0.10); Review P. Doyle memorandum regarding same (0.10); Memorandum to Dalsen regarding same (0.10); Review C. West memorandum regarding discovery/timing (0.10); Memorandum to Van Lare regarding same (0.10); Teleconference with Sazant regarding Pryor 2019 (0.10); Teleconference with [REDACTED] regarding DCG/Position (0.40); Teleconference with Dalsen regarding discovery update (0.20); Teleconference with [REDACTED] regarding same (0.30); Memorandum to Dalsen regarding same (0.20); Review revised Gemini Rider (0.20); Memorandum to Weinberg regarding same (0.10).	3.00
15 Jan 2024	WDD	Call with client regarding document collection; Call with B. Rosen regarding document collection; Call with P. Doyle regarding	3.70

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		document collection; Correspondence with client regarding document collection; Correspondence with client regarding deposition preparation; Review of proposed production; Correspondence with opposing counsel regarding deposition timeline and next steps;	
15 Jan 2024	IDA	Reviewed documents on confirmation discovery for responsiveness and privilege (1.40)	1.40
15 Jan 2024	YSH	Review of tax sharing agreement.	1.30
15 Jan 2024	MTL	Conducted document review.	2.80
15 Jan 2024	MRR	Analyzing documents for document review.	0.90
15 Jan 2024	GGG	Document review.	6.20
15 Jan 2024	JS	Call with B. Rosen re: case status; call with W. Dalsen re: discovery; edit Gemini Reserve; correspondence with debtors and UCC re: same; document review; review pleadings	2.40
15 Jan 2024	MRV	Emails with Proskauer team regarding discovery issues.	0.10
15 Jan 2024	ILA	Prepare secure data location for H Patel data sharing and provide instruction	0.20
15 Jan 2024	ILA	Download, extract and review client data/PDFs from H Patel, including request and receipt/review of additional metadata file	0.40
15 Jan 2024	ILA	Create and provide data sets and stage on network for G Tavaréz	0.20
16 Jan 2024	PDD	Genesis Bankruptcy: Review discovery issues re: AHG responses and objections to DCG discovery demands (0.80); review key documents for 30b6 prep (1.70).	2.50
16 Jan 2024	MTH	Work on TSA issues.	0.80
16 Jan 2024	BSR	Conference call with NYAG regarding interview (1.00); Second conference call with NYAG et al regarding interview (1.00); SteetCo Conference call regarding open issues (0.50); Review ██████████ memorandum regarding document discovery (0.10); Memorandum to ██████████ regarding same (0.10); Review ██████████ memorandum regarding Depo. (0.10); Memorandum to ██████████ regarding same (0.10); Review ██████████ memorandum regarding SteerCo points (0.10); Memorandum to ██████████ regarding same (0.10); Review J. Sazant memorandum regarding same (0.10); Review ██████████ memorandum regarding By-Laws (0.10); Memorandum to ██████████ regarding same (0.10); Review M. Weinberg memorandum regarding Gemini Reserve (0.10); Memorandum to M. Weinberg regarding same (0.10); Memorandum to Dalsen regarding Depo prep (0.10); Review Dalsen memorandum regarding same (0.10); Review J. Harris memorandum regarding DCG Depo (0.10); Review Dalsen memorandum regarding same (0.10); Teleconference with Dalsen regarding same (0.10); Teleconference with ██████████ regarding same (0.30); Review Dalsen draft memorandum regarding same (0.10); Review P. Doyle memorandum regarding same (0.10); Teleconference with Dalsen regarding Depo (0.30); Teleconference with Doyle regarding same (0.10); Review Fallon memorandum regarding interview (0.10); Memorandum to Fallon regarding same (0.10); Review Dalsen memorandum regarding AHG Witness (0.10); Review Doyle memorandum regarding same (0.10); Review Sazant memorandum regarding same (0.10); Memorandum to Group regarding same (0.10); Memorandum to Doyle regarding prep (0.10); Memorandum to Dalsen regarding same (0.10); Memorandum to	8.80

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		Sazant regarding call summaries (0.10); Review Sazant memorandum regarding same (0.20); Review SteerCo memorandum regarding monetization of assets (0.30); Review Gemini Rider (0.30); Review comments regarding same (0.20); Review AHG documents (1.90).	
16 Jan 2024	WDD	Review Debtor produced documents; Correspondence with team regarding status of document review and production; Correspondence with P. Doyle regarding his schedule for witness meeting in Boca; Further review of proposed production of documents; Correspondence with P. Doyle regarding deposition preparation meeting scheduled for next day; Correspondence with team regarding proposed "deferral" of 30(b)(6) deposition; Correspondence with client regarding DCG proposal to move deposition; Correspondence with opposing counsel regarding 30(b)(6) deposition date; Make production to opposing counsel.	5.40
16 Jan 2024	IDA	Reviewed documents on confirmation discovery for responsiveness and privilege	0.70
16 Jan 2024	YSH	Attended weekly call and review of tax sharing agreement.	1.30
16 Jan 2024	MTL	Conducted document review and redaction.	2.00
16 Jan 2024	TTM	Attended Ad Hoc Group weekly call (0.5 hrs).	0.50
16 Jan 2024	MRR	Attending meeting to discuss redaction of documents.	0.50
16 Jan 2024	GGs	Continue document review.	4.60
16 Jan 2024	JS	Weekly steerco call; weekly AHG call; meeting with B. Rosen, P. Doyle, W. Dalsen, and G. Sanchez Tavarez re: discovery; meeting with debtors and UCC re: Gemini reserve	4.80
16 Jan 2024	MRV	Weekly call with steering committee (.5); weekly ad hoc group call (.5); review DCG statement regarding partial repayment agreement (.2).	1.20
16 Jan 2024	ESG	Register attorneys for upcoming hearing.	0.10
16 Jan 2024	ESG	Pull pleadings and distribute to team per J. Sazant.	0.10
16 Jan 2024	AAK	Assist with producing and stamping documents for production per G. Sanchez-Tavarez.	2.80
16 Jan 2024	JK	Call with case team re: production of documents in discovery database; confer with G. Sanchez Tavarez re: document production; create saved searches in document discovery database in preparation for production; create and export document production set from discovery database per W. Dalsen.	2.40
16 Jan 2024	ILA	Create/clarify production population conditions with case team	0.20
16 Jan 2024	ILA	Review and comment/confirm potential privilege documents in production population	0.20
16 Jan 2024	ILA	Direct/instruct J Klock on production and other pre-production steps	0.20
16 Jan 2024	ILA	Verify/confirm production data sources with case team and J Klock	0.20
17 Jan 2024	PDD	Genesis Bankruptcy: Review 30b6 witness materials and related discovery issues and communications re: same, and disputes, including review of draft AHG responses and objections.	2.70
17 Jan 2024	MTH	Conference call DCG/Genesis re: tax sharing agreement. Follow-ups same.	1.20

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17 Jan 2024	BSR	Depo prep session (2.00); Conference call with NYAG regarding interview (1.10); Conference call with Proskauer team regarding privilege, common interest (0.50); Review W&C comments regarding plan (0.50); Memorandum to Sazant regarding same (0.10); Teleconference with A. Frelinghuysen regarding Gemini proposal (0.40); Memorandum to SteerCo regarding same (0.30); Memorandum to G. Andrew regarding documents (0.10); Memorandum to [REDACTED] et al., regarding interviews (0.20); Review [REDACTED] memorandum regarding same (0.10); Memorandum to G. Andrew regarding [REDACTED] Interview (0.10); Review Nguyen memorandum regarding Interview (0.10); Memorandum to J. Nguyen regarding same (0.10); Review [REDACTED] memorandum regarding interview (0.10); Memorandum to [REDACTED] regarding same (0.10); Memorandum to Van Lare regarding Gemini Preference (0.10); Review Van Lare Memorandum regarding same (0.10); Memorandum to Van Lare regarding same (0.10); Review J. Sazant regarding Coin Movement (0.10); Memorandum to J. Sazant regarding same (0.10); Memorandum to J. Sazant regarding PSA Obligation (0.10); Teleconference to J. Sazant regarding same (0.30); Memorandum to [REDACTED] regarding [REDACTED] Interview (0.10); Review [REDACTED] memorandum regarding same (0.10); Review Doyle memorandum regarding BRG, et al., (0.10); Memorandum to Doyle regarding same (0.10); Review G. Tavarez memorandum regarding same (0.10); Memorandum to G. Tavarez regarding same (0.10); Review [REDACTED] memorandum regarding Interviews (0.10); Memorandum to [REDACTED] regarding same (0.10); Review Weinberg memorandum regarding Plan/SOF (0.10); Review A. Parra memorandum regarding same (0.10); Memorandum to Weinberg regarding same (0.10); Review Weinberg memorandum regarding same (0.10); Teleconference with Frelinghuysen regarding substance (0.30); Review Frelinghuysen memorandum regarding proposal (0.20).	8.40
17 Jan 2024	WDD	Prepare for witness meeting regarding 30(b)(6) deposition; Prepare witness for 30(b)(6) deposition; Extensive correspondence with team regarding discovery matters; Correspondence regarding clawback matters.	8.10
17 Jan 2024	YSH	Review and markup of tax sharing agreement and attended tax call to discuss tax sharing agreement.	2.20
17 Jan 2024	TTM	Review comments received to tax sharing agreement (0.8 hrs); call with Cleary and White & Case tax teams to discuss comments received to tax sharing agreement (0.5 hrs); prepare draft summary of tax issues to provide to B. Rosen and J. Sazant and send to M. Hamilton and Y. Habenicht for their review (1.3 hrs).	2.60
17 Jan 2024	MRR	Redacting documents for document review.	0.80
17 Jan 2024	MRR	Analyzing privileged documents for document review.	1.20
17 Jan 2024	GGG	First prep session with [REDACTED]; continue document review.	7.00
17 Jan 2024	JS	Calls with B. Rosen; debtors, and UCC re: confirmation; deposition prep meeting; coorespondence with B. Rosen and clients re: NYAG complaint	5.40
17 Jan 2024	MRV	Call with Cleary, White & Case, and J. Sazant (1.4); discuss claim objections with B. Rosen (.1).	1.50
17 Jan 2024	AAK	Assist with editing documents production per G. Sanchez-Tavarez.	0.30
17 Jan 2024	RLF	Created new PDF profile in Relativity workspace to allow for PDFs to	0.30

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		export original images with transparent redactions.	
17 Jan 2024	JK	Image electronic documents in discovery database in preparation for attorney redaction; export documents from discovery database for offline attorney review per G. Sanchez Tavaréz.	1.20
18 Jan 2024	PDD	Genesis Bankruptcy: Prepare for and participate in Zoom with [REDACTED] re: 30b6 deposition.	4.70
18 Jan 2024	MTH	Genesis - Conference call re tax issues, follow ups same.	1.50
18 Jan 2024	BSR	Partial Attendance Depo Prep (0.70); Review Pleadings, Motions, etc regarding Omnibus Hearing (2.60); Attendance Omnibus Hearing (3.30); Conference call with Tax Team regarding Tax Sharing (0.50); Review Sazant memorandum regarding Interrogatory response (0.10); Memorandum to Sazant regarding same (0.10); Memorandum to M. Volin regarding claim objections (0.10); Review Volin memorandum regarding same (0.10); Memorandum to Volin regarding same (0.10); Memorandum to G. Tavaréz regarding NYAG litigations (0.10); Review Docket regarding same (0.20); Memorandum to D. Dalsen regarding Hearing/Discovery matters (0.20); Review Shawn Sethi memorandum regarding NYAG (0.10); Memorandum to J. Sazant regarding same (0.10); Review Sazant memorandum regarding same (0.10); Review Frelinghuysen memorandum regarding Proposal (0.10); Memorandum to Frelinghuysen regarding same (0.10); Teleconference with O'Neal regarding update/Gemini (0.40); Review Dalsen memorandum regarding Discovery issue (0.20); Memorandum to Dalsen regarding same (0.10); Review Dalsen memorandum regarding same (0.10); Memorandum to Dalsen regarding same (0.10); Review article regarding hearing (0.10); Memorandum to J. Sazant regarding same (0.10); Review and revise status update (0.30).	10.00
18 Jan 2024	WDD	Correspondence with team regarding status of document review; Call with G. Sanchez Tavaréz regarding document review; Correspondence with J. Sazant regarding bankruptcy review of proposed production of documents; Correspondence with P. Doyle and J. Sazant regarding common-interest matters; Correspondence with opposing counsel regarding production.	5.20
18 Jan 2024	YSH	Review and markup of tax sharing agreement and call with Proskauer bankruptcy team to discuss tax sharing agreement.	1.10
18 Jan 2024	MTL	Conducted document review.	0.80
18 Jan 2024	TTM	Review comments received to tax sharing agreement and notes from previous calls (0.8 hrs); call to discuss open tax issues with restructuring team (0.4 hrs); discuss Friday call with M. Hamilton, Y. Habenicht, B. Rosen, and J. Sazant and coordinate availability with wider group (0.6 hrs).	1.80
18 Jan 2024	MRR	Analyzing privileged documents for document review.	2.10
18 Jan 2024	GGs	[REDACTED] Prep Session (2.00); continue document review, redaction and production.	7.00
18 Jan 2024	JS	Attend hearing; review discovery documents; creditor communications; meeting with B. Rosen, M. Hamilton, Y. Habenicht, and T. Multari re: tax issues; emails re: same; draft status update; correspondence with debtors re: upcoming pleadings; review same	6.40
18 Jan 2024	MRV	Review claim objections and emails with B. Rosen and J. Sazant regarding same (1.6); attend hearing (4.3).	5.90

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
18 Jan 2024	ESG	Listen in to hearing per B. Rosen.	0.80
18 Jan 2024	AAK	Assist with location and downloading docket for case per G. Sanchez-Tavarez	0.70
18 Jan 2024	NAF	Obtained Full Docket and Complaint via NYSCEF, and Set-Up Monitor of Case Proceedings via CourtAlert, SUP/NY. (A. Kilpatrick)	0.50
18 Jan 2024	JK	Image documents in discovery database in preparation for production; create and export document production set from discovery database; format production deliverable per W. Dalsen.	2.10
19 Jan 2024	PDD	Genesis Bankruptcy: Communications re: documents over issues and review pleadings re: same.	1.30
19 Jan 2024	MTH	Genesis - Conference call re tax sharing agreement.	1.30
19 Jan 2024	BSR	Begin Draft of Gemini Term Sheet (2.80); Review A. Verost Notice of Depo (0.10); Memorandum to P. Doyle regarding same (0.10); Review M. Hamilton memorandum regarding Tax Call (0.10); Teleconference with Hamilton regarding same (0.10); Memorandum to Hamilton regarding Tax call (0.10); Review NYAG memorandum regarding interview (0.10); Memorandum to NYAG regarding same (0.10); Review S. Sethi memorandum regarding documents (0.10); Memorandum to ██████████ regarding same (0.10); Review ██████████ memorandum regarding DCG Role (0.80); Memorandum to ██████████ regarding same (0.10); Further revise Gemini Term Sheet (1.00); Memorandum to Sazant regarding same (0.10); Review Sazant memorandum regarding GBTC Action (0.20); Teleconference with O'Neal regarding same (0.30); Memorandum to J. Sazant regarding same (0.10); Review FTX/Grey Scale Article (0.20); Memorandum to J. Sazant regarding same (0.10); Review comments to Gemini Rider (0.40); Memorandum to Sazant regarding same (0.10).	7.10
19 Jan 2024	WDD	Draft objection to amended notice of deposition; Correspondence with team regarding meet/confer status; Correspondence with P. Doyle regarding scheduling of preparation sessions; Correspondence with client regarding deposition preparation; Correspondence with opposing counsel regarding amended deposition notice.	1.50
19 Jan 2024	YSH	Call with tax counsel for debtors, UCC and AHG to discuss tax sharing agreement.	1.30
19 Jan 2024	MTL	Conducted document review.	0.40
19 Jan 2024	TTM	Call to discuss tax sharing agreement with Cleary, White & Case, BRG, and Houlihan tax and restructuring teams.	1.00
19 Jan 2024	GGG	Document review.	1.00
19 Jan 2024	JS	Meeting with tax team; call with debtors re: asset sale motion; review NYAG presentation; correspondence with clients re: deposition prep; edit Gemini Settlement term sheet; edit Gemini Reserve language; correspondence with debtors re: claim reconciliation	4.10
19 Jan 2024	MRV	Review status update.	0.10
20 Jan 2024	BSR	Teleconference with J. Sazant regarding Discovery call (0.30); Teleconference with Dalsen regarding same (0.40); Review correspondence regarding Discovery issues (0.50); Review DS regarding Tax Issues/Tax Sharing (0.70); Teleconference with Abelson regarding update (0.30).	2.20

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
20 Jan 2024	WDD	Correspondence with J. Sazant regarding common interest agreement with UCC; Review common interest agreement with UCC; Call with J. Sazant and G. Sanchez Tavaréz regarding re-review to account for common-interest agreement with UCC; Correspondence with counsel to UCC and Debtors regarding status of meet/confers; Call with G. Sanchez Tavaréz regarding outstanding document-review matters and next steps.	3.60
20 Jan 2024	GGs	Document review; meeting with UCC and Debtors to discuss discovery and strategy.	4.00
20 Jan 2024	JS	Meeting with W. Dalsen and G. Sanchez Tavaréz re: deposition prep; meeting with debtors and UCC re: confirmation	2.20
21 Jan 2024	MTH	Extended conference call on TSA and GBTC share redemption. Prep same.	1.50
21 Jan 2024	BSR	Revise Gemini Term Sheet (1.80); Memorandum to J. Sazant regarding same (0.10); Conference call with Tax Professionals regarding Tax Issues (1.00); Memorandum to Frelinghyson regarding Term Sheet (0.10); Review and revise GBTC sale letter (0.20); Memorandum to A. Parra regarding same (0.10); Teleconference with Hamilton regarding Tax call (0.10); Review Dalsen memorandum regarding AHG Responses (0.20); Review Doyle memorandum regarding same (0.10).	3.70
21 Jan 2024	WDD	Draft discovery correspondence; Correspondence with team regarding discovery matters; Correspondence with G. Sanchez Tavaréz regarding final corrected production; Correspondence with opposing counsel regarding discovery matters.	2.70
21 Jan 2024	MTL	Conducted document review.	1.00
21 Jan 2024	TTM	Call with Cleary, White & Case, BRG, and Houlihan tax and restructuring teams (1.0 hrs); review notes from past discussions of tax sharing agreement among teams to prepare list of potential diligence questions for EY and sent to M. Hamilton and Y. Habenicht for their review (1.8 hrs).	2.80
21 Jan 2024	GGs	Continue document review.	0.30
21 Jan 2024	MRV	Review W. Dalsen email regarding discovery issues.	0.20
21 Jan 2024	JK	Create and export document production set from discovery database per G. Sanchez Tavaréz.	1.20
22 Jan 2024	PDD	Genesis Bankruptcy: Prepare for [REDACTED] meetings and depo.	1.70
22 Jan 2024	MTH	Work on open GBTC issues. Internal discussions same.	1.20
22 Jan 2024	BSR	Meeting at Cleary regarding Plan issues (5.90); Memorandum to Litigation team regarding depositions (0.30); Office conference with J. Sazant regarding meeting and discovery (0.40); Review discovery materials (1.80); Teleconference with NYAG regarding interview (0.20); Teleconference with [REDACTED] regarding same (0.20); Teleconference with [REDACTED] regarding update (0.20); Review [REDACTED] documents (1.30).	10.30
22 Jan 2024	WDD	Extensive correspondence with team regarding discovery matters and depositions Draft correspondence to opposing counsel regarding discovery matters; Correspondence with eDiscovery team regarding discovery matters.	2.10
22 Jan 2024	YSH	Weekly call with AHG committee - 0.70; Follow-ups regarding tax sharing agreement - 0.5	1.20

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22 Jan 2024	MTL	Conducted document review.	2.30
22 Jan 2024	TTM	Attended weekly Ad Hoc Group meeting.	0.50
22 Jan 2024	JS	Meeting with SteerCo; meeting with AHG; meeting with Debtors and UCC re: distribution scenarios; creditor communications	4.30
22 Jan 2024	MRV	Weekly call with steering committee (.6); weekly ad hoc group call (.4).	1.00
22 Jan 2024	JK	Prepare electronic production documents for transfer per W. Dalsen.	0.90
22 Jan 2024	ILA	Investigate potential production/review/threading issues in Relativity and report to case team on results	1.00
23 Jan 2024	PDD	Genesis Bankruptcy: Review common interest and related privilege issues to prepare for [REDACTED] depo (3.30); review key documents and court filings re: 30b6 topics (2.50).	5.80
23 Jan 2024	BSR	Review correspondence regarding Discovery Issues (1.30); Review Habernicht memorandum regarding Tax Sharing Agreement Update (0.20); Memorandum to Habernicht regarding same (0.10); Review Parra memorandum regarding Gemini Reserve (0.10); Review Sazant memorandum regarding same (0.10); Memorandum to Sazant regarding same (0.10); Teleconference with Sazant regarding NYAG interviews, etc. (0.40); Review documents for NYAG (0.80)	3.10
23 Jan 2024	FGZ	Further communications and follow up	0.10
23 Jan 2024	WDD	Work on deposition preparation; Extensive correspondence with team regarding deposition preparation and discovery matters; Correspondence with client; Correspondence with opposing counsel regarding discovery matters.	2.70
23 Jan 2024	YSH	Follow-ups regarding tax sharing agreement	0.50
23 Jan 2024	MTL	Conducted document review.	2.10
23 Jan 2024	MRR	Reviewing privileged documents in Relativity for responsiveness.	1.80
23 Jan 2024	GGG	Document review.	1.10
23 Jan 2024	JS	Meetings with NYAG	3.60
23 Jan 2024	JS	Edit Gemini reserve language; edit A. Verost deposition outline; correspondence with F. Zarb, debtors, and UCC re: SEC; review documents re: deposition prep	2.30
23 Jan 2024	MRV	Emails with J. Sazant and W. Dalsen regarding depositions (.1); draft objection to plan releases (1.2).	1.30
23 Jan 2024	AJ	Prepare and copy check binder per G. Sanchez Tavarez.	1.20
23 Jan 2024	JK	Create saved search for attorney review per G. Sanchez Tavarez.	0.20
24 Jan 2024	PDD	Genesis Bankruptcy: Review AHG production and key documents to prepare [REDACTED] (3.70); review 30b6 topics, objections and prep work product from W. Dalsen (2.20).	5.90
24 Jan 2024	BSR	Review article regarding DCG Litigation (0.20); Review pleading regarding same (0.50); Memorandum to Sazant regarding same (0.10); Teleconference with Sazant regarding update (0.30); Review draft Status Update (0.20).	1.30
24 Jan 2024	FGZ	Further communications and other follow up	0.30
24 Jan 2024	WDD	Attend deposition; Work on deposition preparation for AHG witness;	5.60

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		Correspondence with eDiscovery regarding thread review and production.	
24 Jan 2024	GGs	Continue document review.	8.70
24 Jan 2024	JS	Review documents; attend deposition of B. Geer; meeting with debtors and UCC re: SEC Action; meeting with debtors and UCC re: confirmation objections	1.80
24 Jan 2024	MRV	Attend B. Geer deposition (3.2); draft reply to confirmation objections (1.6); review W. Dalsen deposition summary (.1); call with Cleary, White & Case, and J. Sazant regarding confirmation issues (.6); review DCG responses and objections (.2).	5.70
24 Jan 2024	JK	Image electronic documents in discovery database in preparation for attorney redaction and production; create and export document production set from discovery database; create saved searches in discovery database in preparation for attorney review and redaction per G. Sanchez Tavarez.	1.10
25 Jan 2024	PDD	Genesis Bankruptcy: Prepare for and meet with [REDACTED] re: deposition (6.20); communications on discovery issues re: plan confirmation (1.60).	7.80
25 Jan 2024	BSR	Review draft complaint regarding DCG Dec Judgment (0.50); Memorandum to P. Doyle, et al regarding same (0.10); Memorandum to [REDACTED] regarding Deposition (0.10); Review Discovery materials and correspondence (1.10); Review Memorandum regarding Crypto Stipulation (0.10); Teleconference with Sazant regarding same (0.20); Memorandum to O Neal regarding same (0.10); Review O Neal memorandum regarding same (0.10); Memorandum to O Neal regarding same (0.10); Review O Neal memorandum regarding same (0.10); Review Sazant memorandum regarding same (0.10); Teleconference with Sazant regarding same (0.30); Memorandum to Sazant regarding Stip summary (0.10); Review draft letter regarding GBTC Monetization (0.20).	3.20
25 Jan 2024	WDD	Prepare for deposition preparation meeting with client; Deposition preparation meeting with client; Correspondence with opposing counsel regarding discovery matters; Correspondence with team regarding generation of privilege log.	5.20
25 Jan 2024	GGs	Document review; Deposition of Verost (Ducera); travel home.	10.00
25 Jan 2024	JS	Call with B. Rosen re: case status update; draft status update; review discovery documents; call with B. Rosen re: stipulation; calls with debtors and UCC re: stipulation; draft email summary of stipulation; review objection to stipulation	4.30
25 Jan 2024	MRV	Attend Verost deposition (4.3); draft objection to section 562 stipulation (1.2); call with Cleary, White & Case, and J. Sazant regarding 562 stipulation (.8); review revised objection and J. Sazant emails regarding section 562 stipulation (.3).	6.60
25 Jan 2024	AJ	Prepare individual documents and binder per G. Sanchez Tavarez.	1.00
25 Jan 2024	JK	Create and export document production set from discovery database and prepare deliverable for transfer per G. Sanchez Tavarez.	1.20
26 Jan 2024	PDD	Genesis Bankruptcy: Prepare for and defend A. Litan deposition as 30b6 representative for AHG (9.20); communications with W. Dalsen and J. Sazant re: follow-up issues (0.60).	9.80
26 Jan 2024	MTH	Review revised TSA.	0.70

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
26 Jan 2024	BSR	Memorandum to A. Parra re GBTC Monetization (0.10); Review Sazant memorandum regarding same (0.10); Memorandum to Sazant regarding same (0.10); Review executed GBTC Letter (0.10); Memorandum to A. Parra regarding same (0.10); Review memorandums regarding Securities Litigation Objection (0.30); Memorandum to Sazant, et al regarding resolution (0.10); Review Dalsen summary regarding ██████ Deposition (0.20); Memorandum to Dalsen regarding same (0.20); Review Parra memorandum regarding Litigation Reserve (0.10); Memorandum to Parra regarding same (0.10).	1.50
26 Jan 2024	WDD	Call before depo; Attend deposition of AHG witness ██████ Calls with P. Doyle regarding deposition; Call with J. Sazant regarding deposition; Correspondence with B. Rosen regarding deposition; Correspondence with G. Sanchez Tavarez regarding privilege log.	9.70
26 Jan 2024	GGs	Call in advance of ██████ deposition; Deposition of Ari Litan; work on privilege log.	11.50
26 Jan 2024	JS	Attend deposition of ██████ correspondence with P. Doyle, W. Dalsen, G. Sanchez Tavarez, and B. Rosen re: same; draft status update	9.20
26 Jan 2024	MRV	Attend ██████ deposition (6.1); emails with J. Sazant regarding 562 stipulation (.1); emails with P. Doyle regarding spelling corrections for court reporter (.1).	6.30
26 Jan 2024	JK	Create saved search and customize coding panel in document discovery database in preparation for creation of privilege log; export metadata from discovery database for creation of privilege log per G. Sanchez Tavarez.	0.50
27 Jan 2024	PDD	Genesis Bankruptcy: Follow-up from ██████ depo and related discovery issues.	3.60
27 Jan 2024	MTH	Correspondence re TSA discussions.	0.30
27 Jan 2024	BSR	Review and revise Status Update (0.30); Review Discovery Correspondence (0.80).	1.10
27 Jan 2024	WDD	Correspondence with G. Sanchez Tavarez regarding privilege log.	0.20
27 Jan 2024	IDA	Researched examples of categorical privilege logs and drafted a template, sent to G. Sanchez Tavarez for review (1.60)	1.60
27 Jan 2024	GGs	Continue working on privilege log.	0.30
27 Jan 2024	MRV	Draft brief in support of confirmation.	2.30
28 Jan 2024	PDD	Genesis Bankruptcy: Review issues regarding Gemini and Plan discovery.	1.20
28 Jan 2024	BSR	Teleconference with ██████ regarding update (0.50); Review Weinberg memorandum regarding Gemini Preferences (0.10); Review Parra memorandum regarding same (0.10); Memorandum to Weinberg regarding same (0.10); Review O Neal memorandum regarding Saferstein update (0.10); Memorandum to Saferstein regarding same (0.10).	1.00
28 Jan 2024	GGs	Draft privilege log.	1.50
28 Jan 2024	JS	Creditor correspondence re: claim reconciliation; correspondence with debtors and UCC re: stipulation with Crypto AHG; correspondence with debtors and UCC re: Gemini preferences; correspondence with debtors and UCC re: setoff motion; correspondence with debtors and UCC re: Gemini reserve; review	1.10

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Invoice Date 29 Feb 2024
 Invoice Number 21237428

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		comments re: same	
28 Jan 2024	MRV	Review status update (.1); Draft brief in support of confirmation (.4).	0.50
28 Jan 2024	ILA	Perform various updates in Relativity, including creating new field and choices, identifying and copying coding over to new field, and updating coding layout	0.50
29 Jan 2024	MTH	Internal discussions Y. Habenicht and T. Multari re Genesis ownership in GBTC ETF. AHG call.	1.30
29 Jan 2024	BSR	Review Frelinghuysen memorandum regarding term sheet (0.10); Memorandum to Frelinghuysen regarding same (0.10); Review draft motions/ discovery correspondence (0.70); Memorandum to J. Sazant regarding reply (0.10); Review UST objection (0.20); Review Dalsen memorandum regarding Depo Schedule (0.10); Memorandum to W. Dalsen, et al. regarding same (0.10).	1.40
29 Jan 2024	WDD	Correspondence with G. Sanchez Tavaréz regarding privilege log.	0.10
29 Jan 2024	YSH	Attended weekly call with Adhoc creditors - 0.7 and follow-ups regarding tax questions in the call - 0.9.	1.60
29 Jan 2024	TTM	Attend weekly Ad Hoc Group meeting (0.8 hrs); prepare update for M. Hamilton summarizing tax issues raised on meeting and revise per Y. Habenicht comments (0.5 hrs); research potential of proposal to transfer/exchange of interests in different ETFs without triggering taxable event (2.0 hrs).	3.30
29 Jan 2024	GGs	Draft privilege log.	1.10
29 Jan 2024	JS	Weekly SteerCo Call; Weekly call with AHG; correspondence with debtors and UCC re: Gemini reserve; correspondence with debtors and UCC re: confirmation objections; creditor correspondence	3.40
29 Jan 2024	MRV	Weekly call with steering committee (.9); weekly ad hoc group call (.8); draft objection to plan releases (5.2); review U.S. Trustee confirmation objection (.3); research for reply in support of plan confirmation (3.4); emails with B. Rosen and J. Sazant regarding reply (.1).	10.70
29 Jan 2024	JK	Create saved search in document discovery database for attorney review per G. Sanchez Tavaréz.	0.10
30 Jan 2024	MTH	Correspondence Braiterman (HH) McRae (CGSH); internal discussion GBTC question from AHG.	1.30
30 Jan 2024	BSR	Review Gemini term sheet (1.30); Meeting with J. Sazant and M. Volin regarding open items/Brief (0.50); Conference call with Cleary, W&C, et al., regarding status items (1.00); Review revised Crypto Stipulation (0.10); Teleconference with M. Volin regarding same (0.10); Review and revise memorandum regarding Gemini preferences (0.30); Memorandum to SteerCo regarding same (0.10); Review SteerCo responses regarding same (0.40); Review [REDACTED] memorandum regarding Omnibus Objections (0.20); Memorandum to [REDACTED] regarding same (0.10); Review draft Asset Sale Motion (0.40); Review J. Sazant changes regarding same (0.30) Review [REDACTED] memorandum regarding Omni (0.10); Memorandum to [REDACTED] regarding same (0.10); Teleconference with NYAG regarding update (0.40); Memorandum to NYAG regarding call (0.10); Memorandum to G. Andreu regarding same (0.10); Teleconference with [REDACTED] regarding update (0.50) Teleconference with [REDACTED] regarding same (0.40); Teleconference with J. Sazant regarding same (0.20).	6.70
30 Jan 2024	YSH	Research regarding tax question regarding the transfer of GBTC	1.50

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 Invoice Number 21237428

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		shares for shares in another ETF.	
30 Jan 2024	TTM	Research potential tax-free transfer of ETF interests issue (3.2 hrs); prepare summary for Y. Habenicht of research findings and resources (0.6 hrs); discuss research with Y. Habenicht (0.2 hrs).	4.00
30 Jan 2024	GGG	30(b)(6) deposition of Joe Sciametta.	7.00
30 Jan 2024	JS	Call with debtors and UCC re: case status; call with B. Rosen and M. Volin re: confirmation reply; attend deposition of J. Sciametta; correspondence with SteerCo re: Gemini; calls with debtors and UCC re: Gemini reserve; edit GBTC monetization motion; edit Setoff motion; emails with debtors and UCC re: pleading comments	5.60
30 Jan 2024	MRV	Calls with B. Rosen and J. Sazant regarding confirmation reply and other issues (.8); draft objection to plan releases (2.2); draft email to [REDACTED] regarding objection to [REDACTED] claims (.7); draft reply in support of confirmation (1.5).	5.20
30 Jan 2024	ESG	Pull pleadings and distribute to team per J. Sazant.	0.20
31 Jan 2024	MTH	Genesis - Conference call HH, Cleary. Prepare same. Review GBTC materials. Corresp team.	1.80
31 Jan 2024	BSR	Meeting with NYAG regarding litigation/interviews (0.60); Memorandum to [REDACTED] regarding same (0.30); Teleconference with S. O'Neal regarding update (0.30); Teleconference with S. O'Neal regarding NYAG call (0.50); Review Conf. Order language regarding NJBOS (0.10); Memorandum to C. Riberio regarding same (0.10); Review M. Meises memorandum regarding same (0.10); Memorandum to C. Riberio regarding same (0.10); Review Gemini term sheet (1.40); Memorandum to SteerCo regarding same (0.20); Memorandum to J. Sazant, et al., regarding FTX decision (0.10); Review [REDACTED] memorandum regarding term sheet (0.10); Memorandum to [REDACTED] regarding same (0.20); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Review Coin Report (0.60); Memorandum to J. Sazant regarding same (0.10); Review [REDACTED] memorandum regarding term sheet (0.10); Memorandum to [REDACTED] regarding same (0.10); Review and revise Setoff Motion (0.40); Memorandum to A. Frelinghuysen regarding term sheet (0.10); Review Frelinghuysen memorandum regarding same (0.10); Memorandum to Frelinghuysen regarding same (0.10); Teleconference with [REDACTED] regarding update (0.40); Memorandum to O'Neal regarding NYAG concept (0.30); Review and revise status update (0.20); Review trust asset sale motion and correspondence. (0.60).	7.40
31 Jan 2024	YSH	Attended call with Gemini tax counsel and debtors tax counsel to discuss tax issues - 1.0 and research regarding tax question regarding the transfer of GBTC shares for shares in another ETF - 0.7.	1.70
31 Jan 2024	TTM	Tax call with Hughes Hubbard and Cleary tax teams (0.5 hrs); call with Y. Habenicht to discuss status of research into ETF issue (0.1 hrs); review GBTC securities filings and tax disclosure statements (1.8 hrs); prepare summary of findings and send to M. Hamilton (2.0 hrs).	3.90
31 Jan 2024	JS	Meeting with debtors and UCC re: Gemini reserve; edit Gemini reserve language; attend P. Aronzon deposition; correspondence with B. Rosen, debtors, and UCC re: confirmation objections; edit Trust Asset Sale Agreement; edit Setoff Motion; correspondence with Debtors re: same; draft status update for AHG	7.40

Client Name Committee of Facility B Lenders (87307)
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Invoice Date 29 Feb 2024
Invoice Number 21237428

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
31 Jan 2024	MRV	Draft objection to plan releases (1.3); review articles regarding FTX digital asset valuation (.2); call with Cleary and White & Case (.1); draft reply in support of plan (4.5); review SEC reservation of rights (.1); review status report (.1).	6.30
31 Jan 2024	ESG	Pull pleadings and distribute to team per J. Sazant.	0.10

Timekeeper Summary

Client Name Committee of Facility B Lenders (87307)
 Matter Name Debt Restructuring (0001)

Invoice Date 29 Feb 2024
 Invoice Number 21237428

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees Amount</u>
<u>Partner</u>			
Doyle, Peter D.	143.50	2,050.00	294,175.00
Gerkis, James P.	15.00	2,195.00	32,925.00
Hamilton, Martin T.	14.30	1,915.00	27,384.50
Rosen, Brian S.	167.10	2,135.00	356,758.50
Zarb, Frank G.	2.60	2,125.00	5,525.00
Total Partner	342.50		\$ 716,768.00
<u>Senior Counsel</u>			
Dalsen, William D.	114.40	1,560.00	178,464.00
Total Senior Counsel	114.40		\$ 178,464.00
<u>Associate</u>			
Anderson, Isaiah D.	8.60	1,090.00	9,374.00
Childress, Benjamin G.	11.70	1,090.00	12,753.00
Habenicht, Yomarie S.	14.20	1,395.00	19,809.00
LaBerge, Marielle T.	19.70	950.00	18,715.00
Multari, Thomas T.	21.40	1,175.00	25,145.00
Richard, Margo R.	18.30	1,090.00	19,947.00
Sanchez Tavarez, Genesis G.	108.50	1,235.00	133,997.50
Sazant, Jordan	145.20	1,395.00	202,554.00
Volin, Megan R.	64.40	1,330.00	85,652.00
Total Associate	412.00		\$ 527,946.50
<u>Paralegal</u>			
Gaspar, Ella S.	4.30	375.00	1,612.50
Jonasz, Alexandra	2.20	320.00	704.00
Kilpatrick, Aliyah A.	3.80	320.00	1,216.00
Total Paralegal	10.30		\$ 3,532.50
<u>Litigation Support</u>			
Ficorelli, Nicholas A.	0.50	345.00	172.50
Total Litigation Support	0.50		\$ 172.50
<u>Practice Support</u>			
Fox, Rachel L.	8.80	590.00	5,192.00
Klock, Joseph	12.30	590.00	7,257.00
Total Practice Support	21.10		\$ 12,449.00
<u>Staff</u>			
Antoon, Isaac L.	21.20	625.00	13,250.00
Metallo-Barragan, Sandra M.	0.80	1,040.00	832.00

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<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees Amount</u>
Total Staff	22.00		\$ 14,082.00
Professional Fees	922.80		\$ 1,453,414.50

Disbursement Summary

<u>Disbursements and Other Charges</u>	<u>Amount</u>
Computerized Research	774.00
Copying & Printing	488.48
Database Search Services	95.60
Delivery Services	73.13
Filing and Court Costs	52.85
Local Transportation	190.58
Meals	61.15
Out of Town Travel	3,490.23
PACERPRO	16.00
Total Disbursements	\$ 5,242.02

Total Billed

\$ 1,458,656.52



Proskauer Rose LLP Eleven Times Square, New York, NY 10036-8299

Remittance Advice

Federal ID: 13-1840454

Genesis Global Capital, LLC
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006

Invoice: 21237428
Invoice Date: 29 Feb 2024
Client Matter ID: 87301.0001

Attn: Sean O'Neal

Remit To:
Proskauer Rose LLP
Eleven Times Square
New York, NY 10036-8299
ATTN: Accounts Receivable

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001

Total Due This Invoice

\$ 1,458,656.52

Outstanding Invoices

<u>Date</u>	<u>Invoice</u>	<u>Total</u>	<u>Credits Applied</u>	<u>Remaining Balance</u>
28 Feb 2023	21163173	892,660.90	0.00	892,660.90
29 Mar 2023	21172181	599,210.76	0.00	599,210.76
26 Apr 2023	21178142	500,505.13	0.00	500,505.13
22 May 2023	21183447	272,087.08	0.00	272,087.08
25 Jul 2023	21194983	989,906.68	0.00	989,906.68
29 Aug 2023	21203533	240,841.41	0.00	240,841.41
19 Sep 2023	21204677	265,491.50	0.00	265,491.50
16 Oct 2023	21215363	964,314.12	0.00	964,314.12
20 Dec 2023	21225600	1,756,001.62	0.00	1,756,001.62
25 Jan 2024	21231235	889,128.28	0.00	889,128.28
Total Outstanding				\$ 8,828,804.00

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001



Proskauer Rose LLP Eleven Times Square, New York, NY 10036-8299

Federal ID: 13-1840454

Genesis Global Capital, LLC
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006

Invoice: 21242729
Invoice Date: 28 Mar 2024
Client Matter ID: 87301.0001

Attn: Sean O'Neal

RE: Debt Restructuring

For legal services rendered for the period ending February 29, 2024 as set forth in this invoice.

Fees Billed	\$ 1,101,356.50
Disbursements Billed	\$ 13,053.17
Total Due This Invoice	\$ 1,114,409.67

<u>Date</u>	<u>Invoice</u>	<u>Total</u>	<u>Credits Applied</u>	<u>Remaining Balance</u>
28 Feb 2023	21163173	892,660.90	0.00	892,660.90
29 Mar 2023	21172181	599,210.76	0.00	599,210.76
26 Apr 2023	21178142	500,505.13	0.00	500,505.13
22 May 2023	21183447	272,087.08	0.00	272,087.08
25 Jul 2023	21194983	989,906.68	0.00	989,906.68
29 Aug 2023	21203533	240,841.41	0.00	240,841.41
19 Sep 2023	21204677	265,491.50	0.00	265,491.50
16 Oct 2023	21215363	964,314.12	0.00	964,314.12
20 Dec 2023	21225600	1,756,001.62	0.00	1,756,001.62
25 Jan 2024	21231235	889,128.28	0.00	889,128.28
29 Feb 2024	21237428	1,458,656.52	0.00	1,458,656.52
Total Outstanding				\$ 9,943,213.67

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001

We do not change our bank account details. Do not reply to or act upon any email you receive purporting to advise you that our bank account details have changed. Please telephone your contact at our office before transferring any funds.

Client Name Committee of Facility B Lenders (87307)
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Invoice Date 28 Mar 2024
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Description of Services Rendered

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
01 Feb 2024	MTH	Genesis - Conference call re GBTC. Review materials on nominee exchanges	1.80
01 Feb 2024	BSR	Conference call with Hughes Hubbard regarding Gemini stipulation (0.90); Conference call with SteerCo regarding update (0.70); Teleconference with [REDACTED] regarding same (0.30); Teleconference with [REDACTED] regarding same (0.40); Memorandum to M. Volin regarding reply brief (0.10); Teleconference with J. Sazant regarding same (0.10); Memorandum to SteerCo regarding Gemini Term Sheet (0.20); Review T. Multari memorandum regarding Tax update (0.10); Memorandum to T. Multari regarding same (0.10); [REDACTED] memorandum regarding tax call (0.20); Memorandum to M. Hamilton regarding same (0.10); Teleconference with [REDACTED], et al. regarding NYAG issues (0.50); Teleconference with S. O'Neal regarding same (0.30); Memorandum to S. O'Neal regarding same (0.30); Review Discovery correspondence (0.60); Review deposition transcripts (1.90); Teleconference with P. Abelson regarding update/confirmation (0.30); Revise Gemini Term Sheet (1.10).	8.70
01 Feb 2024	WDD	Work on privilege log; Correspondence re: UCC request for our productions.	0.30
01 Feb 2024	YSH	Attended call with M. Hamilton and T. Multari to discuss tax issues.	0.30
01 Feb 2024	TTM	Review research and notes in preparation for call to discuss tax issues with monetization of GBTC (1.7 hrs); call with M. Hamilton and Y. Habenicht to discuss tax issues with monetization of GBTC (0.3 hrs).	2.00
01 Feb 2024	JS	Calls with debtors, UCC, and Gemini re: Gemini reserve; SteerCo call; correspondence with tax team; draft Plan objection	8.30
01 Feb 2024	MRV	Call with steering committee regarding Gemini issues (.3); call with J. Sazant regarding confirmation objection and reply (.1); draft reply in support of plan (4.6).	5.00
01 Feb 2024	AJ	Prepare documents per G. Sanchez-Tavarez.	0.40
02 Feb 2024	MTH	Genesis - Conference call; conference call Cleary; Gemini tax call. Prep same. Review materials for various GBTC options.	3.30
02 Feb 2024	BSR	Review Sazant memorandum regarding Plan Objection (0.10); Memorandum to J. Sazant regarding same (0.10); Review Draft Objection (0.40); Review W. Dalsen memorandum regarding production of Documents (0.10); Memorandum to W. Dalsen regarding same (0.10); Review Sazant memorandum regarding Pre Hearing Schedule (0.20); Memorandum to Sazant regarding Sazant (0.20); Review Dalsen memorandum regarding same (0.10); Conference call with Cleary et al., regarding confirmation objections, etc. (1.10); Teleconference with [REDACTED] regarding update (0.40); Conference call with Tax Team regarding same (0.50); Conference call with Cleary, W&C and Proskauer Tax Groups regarding same (0.50); Conference call with same Plus Hughes Hubbard regarding same (0.50); Review 1/31 FTX Transcript regarding Dollarization (0.40); Memorandum to M. Volin regarding same (0.10); Memorandum to SteerCo regarding same (0.10);	6.80

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		Review A. Frelinghuysen memorandum regarding Gemini Term Sheet (0.70); Review J. Sazant memorandum regarding [REDACTED] and Setoff issues (0.20); Memorandum to Sazant regarding same (0.10); Memorandum to Dalsen regarding Pro-Hearing issues (0.20); Review J. Sazant memorandum regarding same (0.10); Memorandum to Sazant regarding same (0.10); Review Dalsen memorandum regarding same (0.10); Memorandum to Dalsen regarding same (0.10); Memorandum to Frelinghuysen regarding GUSD (0.10); Review Frelinghuysen memorandum regarding same (0.10); Memorandum to O'Neal regarding DCG (0.10).	
02 Feb 2024	BSR	Review O'Neal memorandum regarding same (0.10); Teleconference with O'Neal regarding NYAG update (0.30); Teleconference with J. Sazant regarding same (0.10); Revise Gemini Term Sheet (1.00); Teleconference with O'Neal regarding AG position (0.30).	1.80
02 Feb 2024	WDD	Review prehearing schedule; Revise prehearing schedule; Correspondence with team regarding prehearing schedule.	1.50
02 Feb 2024	YSH	Preparation for tax calls regarding GBTC - 0.4; Attended calls with corporate team, debtors, and UCC regarding tax issues - 1.5	1.90
02 Feb 2024	TTM	Review notes and research to prepare for tax calls to discuss monetization of GBTC and tax sharing agreement (1.0 hrs); call with PR Tax and PR Bankruptcy teams to update regarding status of tax issues (0.5 hrs); call with Cleary and White & Case to discuss status of tax issues (0.5 hrs); call with Cleary, White & Case, and Hughes Hubbard to discuss status of open tax issues (0.5 hrs); prepare notes from calls and send to M. Hamilton and Y. Habenicht (0.5 hrs).	3.00
02 Feb 2024	GGG	Review and respond to emails regarding pre-hearing schedule and privilege log.	0.40
02 Feb 2024	JS	Various meetings; correspondence with debtors and UCC re: Gemini reserve; meeting re: tax issues; correspondence with B. Rosen, debtors, and UCC re: confirmation hearing schedule; correspondence with B. Rosen re: wind-down counsel; correspondence re: disputed claims reserve; correspondence with client re: claims stipulation; call with debtors re: setoff principles; edit GBTC sale motion	5.40
02 Feb 2024	MRV	Review revised objection to plan releases (.2); draft reply in support of confirmation (3.7); review and analyze FTX transcript (1.2); review confirmation timeline and emails with Proskauer team regarding same (.2); call with White & Case and Cleary regarding confirmation issues (1); research setoff issues (.5).	6.80
02 Feb 2024	JK	Export production sets from discovery database and prepare deliverable for transfer per W. Dalsen.	0.70
03 Feb 2024	BSR	Review discovery correspondence (0.40);	0.40
03 Feb 2024	JS	Correspondence with debtors and UCC re: pretrial conference; review NYAG settlement	0.30
04 Feb 2024	PDD	Genesis Bankruptcy: Review issues re: confirmation hearing planning and AHG discovery disputes.	1.20
04 Feb 2024	BSR	Revise draft plan objection (0.40); Review Gemini Term Sheet (1.40); Review [REDACTED] memorandum regarding pre-hearing schedule (0.10); Review draft schedule (0.20); Review [REDACTED] memorandum regarding Genesis/FTX link (0.10); Review and revise AG Stipulation (0.50).	2.70

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
05 Feb 2024	BSR	Review ██████████ memorandum regarding Conf Hearing (0.10); Review P. Doyle memorandum regarding same (0.10); Memorandum to P. Doyle regarding same (0.10); Review and revise draft NYAG Settlement Stipulation (0.40); Memorandum to S. O'Neal regarding same (0.10); Teleconference with S. O'Neal regarding same (0.30); Review and revise Conf Objection (0.40); Memorandum to J. Sazant regarding same (0.10); Review and revise Term Sheet (1.40); Memorandum to A. Frelinghuysen regarding same (0.10); Teleconference with Frelinghuysen regarding same (0.30); Memorandum to SteerCo regarding same (0.30); Conference call with SteerCo regarding update (0.80); Conference call with AHG regarding same (0.40); Conference call with Cleary regarding Hearing Issues (0.50); Teleconference with W&C regarding litigation reserve (0.30); Memorandum to ██████████ regarding same (0.20); Memorandum to Gaspar regarding objections (0.10); Review objections and reservations (2.80); Review order regarding sale hearing (0.10); Memorandum to SteerCo regarding same (0.10); Revise Conf. Objection (0.40); Teleconference with J. Sazant regarding same (0.10); Memorandum to O'Neal regarding same (0.10); Teleconference with O'Neal regarding same (0.20).	9.80
05 Feb 2024	WDD	Correspondence with B. Rosen regarding confirmation schedule.	0.40
05 Feb 2024	YSH	Attended weekly AdHoc committee call - 0.8	0.80
05 Feb 2024	TTM	Attended weekly Ad Hoc Group call.	0.50
05 Feb 2024	MRV	Weekly call with steering committee (.7); review Crypto Group page extension motion and NYAG reservation of rights (.2); weekly ad hoc group call (.4); review New Jersey Bureau reservation of rights (.1); call with Cleary, B. Rosen, and J. Sazant regarding confirmation issues (.5).	1.90
05 Feb 2024	ESG	File genesis ROR	0.50
05 Feb 2024	ESG	Create binder for upcoming hearing per B. Rosen.	0.50
06 Feb 2024	MTH	Genesis - All hands tax call. Multiple and extended calls and followup work same	1.80
06 Feb 2024	BSR	Conference call with Cleary, W&C, et al., regarding hearing/timing (1.00); Conference call with ██████████ regarding setoff issues plan (0.30); Conference call with Kattel regarding same (0.50); Conference call with Cleary, et al., regarding Conf. Objections (0.90); Review underacted DCG objection (1.00); Review ██████████ regarding NYAG update (0.10); Memorandum to ██████████ regarding same (0.10); Conference call with ██████████, et al., regarding update (0.40); Memorandum to SteerCo regarding NYAG update/Conf Hearing (0.30); Review ██████████ memorandum regarding Gemini update (0.10); Memorandum to ██████████ regarding same (0.10); Review SteerCo Correspondence regarding approach (0.40); Memorandum to SteerCo regarding same (0.20); Review Dalsen memorandum regarding Hearing (0.10); Memorandum to Dalsen regarding same (0.10); Review ██████████ memorandum regarding witnesses (0.10); Memorandum to ██████████ regarding same (0.10); Review W&C memorandum regarding same (0.10); Teleconference with J. Sazant regarding Tax call (0.20); Memorandum to M. Hamilton regarding same (0.10); Review Hamilton memorandum regarding same (0.10); Review revised NYAG draft (0.30); Memorandum to ██████████ regarding same (0.30); Review Y. Habenicht memorandum regarding tax call (0.10); Memorandum to Habenicht regarding same (0.10); Memorandum to J. Sazant	7.40

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		regarding objections/SteerCo (0.10); Review J. Sazant memorandum regarding Crypto Depo (0.10); Memorandum to J. Sazant regarding same (0.10).	
06 Feb 2024	YSH	Attended all hands tax call with debtors, UCC and tax advisors and follow-ups from the call.	1.10
06 Feb 2024	TTM	Attended all hands tax professionals call.	1.00
06 Feb 2024	GGs	Review and respond to emails regarding upcoming pre-hearing.	0.10
06 Feb 2024	JS	Draft confirmation brief; call with tax teams; calls with debtors and UCC re: confirmation; call with Katten re: stipulation	6.40
06 Feb 2024	MRV	Review and analyze confirmation objections (2.4); review revised Gemini term sheet (.1).	2.40
06 Feb 2024	ESG	Create binder for upcoming hearing per B. Rosen.	1.30
06 Feb 2024	ESG	Copy check binder for confirmation hearing.	0.30
06 Feb 2024	AJ	Copy check binder for confirmation hearing.	0.20
07 Feb 2024	MTH	Work on NOL and GBTC issues	0.50
07 Feb 2024	BSR	Review revised DCG objection (0.90); Review M. Fallon memorandum regarding NYAG status (0.10); Memorandum to M. Fallon regarding same (0.10); Review objections to Conf (2.20); Revise Gemini term sheet (0.90); Memorandum to J. Sazant regarding same (0.10); Memorandum to HHR regarding same (0.10); Conference call with Cleary, et al., regarding Conf. Objections (0.40); Teleconference with J. Sazant regarding same (0.10); Conference call with [REDACTED], et al., regarding status (0.40); Review ad revise [REDACTED] setoff stipulation (0.40); Memorandum to [REDACTED] regarding same (0.10); Teleconference with O'Neal regarding same (0.20); Teleconference with O'Neal regarding NYAG/Confirmation (0.40); Review Dalsen memorandum regarding Hearing (0.10); Memorandum to Dalsen regarding same (0.10); Conference call with Cleary regarding cooperation (0.30); Review J. Sazant memorandum regarding update issues (0.10); Memorandum to J. Sazant regarding same (0.10); Teleconference with Frelinghuysen regarding Gemini update (0.40); [REDACTED] Review revised NYAG papers (0.40); Memorandum to M. Weinberg regarding same (0.10); Review and revise status update (0.40); Revise opinion regarding Tranche 2 (0.50); Review revised status update regarding same (0.10); Memorandum to Frelinghuysen regarding status (0.10); Review Frelinghuysen memorandum regarding same (0.10); Memorandum to Frelinghuysen regarding opinion (0.10).	9.80
07 Feb 2024	JS	Draft and research confirmation reply	8.40
07 Feb 2024	MRV	Review confirmation objections (1.6); Call with Cleary and White & Case regarding confirmation issues (.3); review Gemini collateral decision (.6).	2.50
07 Feb 2024	ESG	Update confirmation hearing binder and submit electronic device forms per B. Rosen.	0.50
07 Feb 2024	ESG	Pull pleadings and distribute to team per J. Sazant.	1.00
08 Feb 2024	MTH	Genesis - Review and discuss post closing NOL issues	0.80
08 Feb 2024	BSR	Conference call with Cleary, et al, regarding Disputed claims reserve (0.50); Attend Omnibus Hearing (0.60); Conference call with SteerCo regarding update (0.80); Conference call with Parties regarding meet	7.80

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		and confer /Exhibit list (1.00); Review A. Parra memorandum regarding By-laws, etc (0.20); Review Draft Amendments (0.40); Review J. Sazant memorandum regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Memorandum to A. Parra regarding same (0.40); Teleconference with A. Frelinghuysen regarding Gemini update (0.40); Memorandum to L. Barefoot regarding same (0.10); Memorandum to J. Sazant regarding Omni Hearing (0.10); Review Frelinghuysen memorandum regarding Gemini (0.10); Memorandum to Frelinghuysen regarding same (0.10); Review Frelinghuysen memorandum regarding fees (0.20); Memorandum to Frelinghuysen regarding same (0.10); Memorandum to Cleary, et al., regarding Gemini Agency Fees (0.10); Teleconference with O'Neal regarding NYAG update (0.40); Review O'Neal memorandum regarding agency fees (0.10); Memorandum to O'Neal regarding same (0.10); Memorandum to [REDACTED] regarding Gemini update (0.10); Teleconference with [REDACTED] regarding same (0.40); Review [REDACTED] memorandum regarding Gemini Proposal (0.10); Memorandum to [REDACTED] regarding same (0.10); Review NYAG motion (0.50); Review and revise status update (0.30); Review draft Gemini claim stipulation (0.20); Memorandum to O'Neal regarding same (0.10); Memorandum to D. Fike regarding same (0.10).	
08 Feb 2024	WDD	Correspondence with team regarding meet/confer on exhibit list.	0.30
08 Feb 2024	YSH	Follow-ups regarding tax issues in connection with restructuring.	0.40
08 Feb 2024	GGG	Exhibit list meet and confer.	0.90
08 Feb 2024	JS	Draft and research confirmation reply	13.70
08 Feb 2024	MRV	Attend omnibus hearing (.6); biweekly call with steering committee (.7); review recent filings (.9); review status update (.1).	2.30
09 Feb 2024	PDD	Genesis Bankruptcy: Issues re: discovery and AHG.	2.20
09 Feb 2024	MTH	[REDACTED]	1.30
09 Feb 2024	BSR	Conference call with Cleary et al. regarding confirmation update (0.50); Review O'Neal memorandum regarding same (0.10); Review J. Sazant memorandum regarding same (0.10); Review Saferstein letter regarding adjournment (0.20); Attend Hearing regarding same (1.00); Review draft order regarding same (0.20); Teleconference with O'Neal regarding Hearing (0.20); Review and revise order regarding Tranche 2 (0.20); Memorandum to M. Finnegan regarding same (0.10); Review [REDACTED] memorandum regarding Litigation reserve (0.10); Memorandum to [REDACTED] regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding Proprietary claim (0.10); Memorandum to A. [REDACTED] regarding reserve (0.10); Memorandum to J. Sazant regarding reply brief (0.10); Review J. Sazant memorandum regarding same (0.10); Memorandum to Gaspar regarding NYAG complaint (0.10); Review complaint (0.60); Revise Gemini Term Sheet (0.50); Review Gemini reserve language (0.30); Memorandum to J. Sazant regarding same (0.10); Memorandum to HHR regarding Gemini Term Sheet (0.10); Review D. Smith memorandum regarding same (0.10); Teleconference with [REDACTED] regarding same (0.60); Memorandum to D. Smith regarding same (0.10); Review Smith memorandum regarding same (0.10); Teleconference with D. Smith regarding same (0.40); Conference call with [REDACTED] regarding	8.30

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		same (0.50); Memorandum to Abelson regarding term sheet (0.10); Memorandum to O'Neal regarding same (0.10); Memorandum to [REDACTED], et al regarding Gemini request (0.10); Memorandum to J. Sazant regarding reply brief (0.10); Review Grayscale objection (0.30); Memorandum to F. Zarb regarding same (0.10); Review [REDACTED] memorandum regarding Gemini call (0.10); Memorandum to [REDACTED] regarding same (0.10); Review and revise status update (0.40); Memorandum to J. Sazant regarding Hearing (0.10).	
09 Feb 2024	FGZ	Review motion from Greyscale and review EFT structure and analysis, provide thoughts on motion and implications, response.	1.90
09 Feb 2024	JS	Draft confirmation reply; correspondence with B. Rosen and M. Volin	13.80
09 Feb 2024	MRV	Call with Cleary and White & Case regarding confirmation (.6); review DCG letter regarding recent motions (.1).	0.70
10 Feb 2024	PDD	Genesis Bankruptcy: At request of B. Rosen, review and comment upon Debtors' draft cooperation agreement and releases (1.70); review and analyze discovery from Weil on behalf of DCG (2.40); outline issues, objections and response to DCG discovery and communications re: same (3.60).	7.70
10 Feb 2024	BSR	Review K. Hoori memorandum regarding releases (0.10); Memorandum to K. Hoori regarding same (0.10); Memorandum to litigation team regarding same (0.20); Review DCG Discovery requests (0.30); Memorandum to litigation team regarding same (0.10); Review J. Sazant memorandum regarding same (0.10); Review P. Doyle memorandum regarding same (0.10); Memorandum to P. Doyle regarding same (0.10); Teleconference with [REDACTED] regarding Gemini update (0.50); Teleconference with B. Geer regarding same (0.40); Teleconference with [REDACTED] regarding same (0.30); Review and revise reply brief (2.10).	4.50
10 Feb 2024	JS	Correspondence with B. Rosen, P. Doyle, and W. Dalsen re: discovery requests	0.30
10 Feb 2024	MRV	Review and revise reply in support of confirmation (1.3); emails with J. Sazant regarding reply (.1).	1.40
11 Feb 2024	PDD	Genesis Bankruptcy: Communications with Proskauer team and review strategy and tactics in responding to Weil discovery attempts (2.80); analyze potential objections, responses, production, etc (4.50).	7.30
11 Feb 2024	BSR	Review draft reply brief (2.90); Review DCG Discovery request (0.50); Review Dalsen memorandum regarding same (0.10); Review J. Harris memorandum regarding same (0.10); Review [REDACTED] memorandum regarding Gemini (0.10); Memorandum to [REDACTED] regarding same (0.10); Teleconference with B. Geer regarding same (0.10); Conference call with Geer and Malik regarding same (0.10); Teleconference with [REDACTED] regarding same (0.40); Review C. Winkevoss and [REDACTED] memorandum regarding same (0.20); Teleconference with [REDACTED] memorandum regarding same (0.30); Teleconference regarding update (0.30); Memorandum to Parties regarding Gemini Call (0.10).	5.30
11 Feb 2024	WDD	Review proposed releases; Correspondence with team regarding proposed releases; Correspondence with team regarding reply brief; Correspondence with team regarding requests for production; Legal analysis of requests for production to Proskauer.	1.40

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
11 Feb 2024	GGG	Review and respond to emails concerning DCG's request for documents concerning NYAG communications.	1.00
11 Feb 2024	MRV	Revise reply in support of confirmation and conduct related research (2.5); call with J. Sazant regarding reply (.1).	2.60
12 Feb 2024	PDD	Genesis Bankruptcy: Team t/c and related communications re strategy and tactics on discovery issues (2.40); review NYAG developments and related discovery disputes (1.80); review draft responses, objections and potential production by AHG and others (2.50).	6.70
12 Feb 2024	MTH	TSA discussions	0.50
12 Feb 2024	BSR	Conference call with HL, BRG, et al., regarding Gemini issues (0.50); Conference call with SteerCo regarding update, Releases etc. (1.00); Conference call with AHG regarding update (0.40); Conference call with litigation team regarding DCG Discovery issues (0.50); Memorandum to J. Sazant regarding HL/BRG call (0.10); Memorandum to Frelinghuysen regarding Gemini status (0.10); Conference call with HHR, et al. regarding same (0.90); Review Y. Habenicht memorandum regarding Tax Sharing Agreement (0.10); Memorandum to Y. Habenicht regarding same (0.10); Review memorandum regarding SEC request (0.10); Memorandum to regarding same (0.10); Memorandum to litigation team regarding NYAG settlement (0.10); Review C. Ribeiro Declaration/Exhibits regarding Motion to Sell (0.40); Teleconference with S. O'Neal regarding same (0.30); Review Draft Dalsen memorandum regarding Discovery and revise (0.20); Review draft securities consent and revise (0.10); Memorandum to O'Neal regarding same (0.10); Review reply to objections regarding GBTC sale (0.30); Memorandum to O'Neal regarding same (0.10); Teleconference with regarding Gemini update (0.30); Teleconference with regarding same (0.40); Conference call with et al. regarding same (0.40); Review and revise reply brief (2.10); Review LUC Materials (0.40); Teleconference with O'Neal regarding update (0.20); Review document requests (0.20); Review O'Neal memorandum regarding same (0.10); Memorandum to O'Neal regarding same (0.10); Review H. Kim memorandum regarding releases (0.10); Memorandum to H. Kim regarding same (0.10); Memorandum to J. Sazant regarding LOC Materials (0.10); Review M. Volin memorandum regarding same (0.10); Revise Gemini Term Sheet (0.90).	11.00
12 Feb 2024	WDD	Correspondence with team regarding objections to discovery served on Proskauer; Correspondence with client regarding requests to AHG; Correspondence with counsel to Debtors regarding discovery matters; Correspondence with team regarding preparation of objections and responses to discovery matters.	3.20
12 Feb 2024	YSH	Attended weekly AdHoc committee call - 0.5 and follow-ups with debtors and UCC about tax issues.	0.90
12 Feb 2024	GGG	Call with P. Doyle, B. Rosen, W. Dalsen and J. Sazant regarding responses and objections to DCG's RFPs.	1.70
12 Feb 2024	JS	Meeting with SteerCo re: status update; meeting with AHG re: status update; meeting with B. Rosen, W. Dalsen, and G. Sanchez Tavares re: discovery requests; edit confirmation brief; meeting with B. Rosen and UCC re: Gemini settlement	4.70
12 Feb 2024	CRS	Weekly Check-in call and sending notes to JHabenicht and TMultari	0.80

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
12 Feb 2024	MRV	Weekly call with steering committee (.5); weekly ad hoc group call (.5); review recent filings (.6).	1.60
12 Feb 2024	RLF	Per G. Sanchez Tavarez, transfered location of emails from Legal Hold repository to the Relativity repository on the network.	0.70
12 Feb 2024	RLF	Per G. Sanchez Tavarez, ran internal collection in Exchange for two more custodian emails.	0.50
13 Feb 2024	PDD	Genesis Bankruptcy: Review strategy and tactics in disputes re: NYAG issues and communications with clients re: same (2.40); review issues with potential waivers by Debtors (1.20); review multiple discovery matters set for court hearing (3.60).	7.20
13 Feb 2024	MTH	Genesis - Review NOL demand letter. Work on NOL analysis re GBTC	1.30
13 Feb 2024	BSR	Conference call with Cleary, W&C, et al., regarding Plan Issues (1.00); Conference call with [REDACTED] regarding Gemini changes (0.50); Conference call with Cleary, W&C, et al., regarding continued plan call (0.80); Conference call with Katten, regarding Setoff Issues (0.50); Review draft motion regarding sale of DCG Note (0.40); Memorandum to J. Sazant regarding same (0.10); Finish revision of reply brief and memorandum to Sazant/Volin regarding same (1.10); Review Volin memorandum regarding DCG note Motion (0.10); Memorandum to Volin regarding same (0.10); Revise DCG motion (0.30); Memorandum to R. Minott regarding same (0.10); Review S. Rochester memorandum regarding setoff/call (0.10); Memorandum to S. Rochester regarding same (0.10); Review and revise Corporation Agreement (0.40); Memorandum to H. Kim regarding same (0.10); Teleconference with [REDACTED] regarding releases (0.20); Teleconference with [REDACTED] regarding same (0.20); Memorandum to H. Kim regarding List of releases (0.10); Teleconference with O'Neal regarding same (0.10); Revise Gemini Term Sheet (0.80); Memorandum to D. Fike regarding master claim amounts (0.10); Teleconference with A. Frelinghuysen regarding same (0.20); Review Roman memorandum regarding By-Laws (0.10); Memorandum to Roman regarding same (0.10); Review A. Parra memorandum regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Memorandum to SteerCo regarding released list (0.20); Review L. Barefoot memorandum regarding GBTC sale (0.20); Memorandum to L. Barefoot regarding same (0.10); Review [REDACTED] List of releases (0.10); Memorandum to [REDACTED] regarding same (0.10); Teleconference with [REDACTED] regarding same (0.10); Review draft Plan changes (0.50); Conference call with Cleary, et al. regarding same (Partial) (0.40); Review Y. Habenicht/memorandum regarding NOL Demand letter (0.20); Memorandum to Y. Habenicht regarding same (0.10); Review H. Kim memorandum regarding permission to distribute (0.10); Memorandum to H. Kim regarding same (0.10); Memorandum to SteerCo regarding same (0.10); Review [REDACTED] memorandum regarding same (0.20); Memorandum to [REDACTED] regarding same (0.20); Review DCG Depo Notice (0.20); Memorandum to litigation team regarding same (0.10).	10.80
13 Feb 2024	WDD	Call with counsel to Debtors regarding discovery matters; Correspondence with team regarding notice of deposition to Proskauer; Legal analysis of notice of deposition to Proskauer.	0.90
13 Feb 2024	YSH	Review and markup of NOL Demand Letter.	1.60

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
13 Feb 2024	GGV	Telephone conference with Thomas Kessler regarding DCG requests; draft Responses and Objections to the same.	1.10
13 Feb 2024	JS	Call re: Plan; correspondence with creditors; edit Reply brief; correspondence with B. Rosen and M. Volin re: same; review DCG Note BP Motion; correspondence with B. Rosen and M. Volin re: WDOC materials	6.10
13 Feb 2024	MRV	Review B. Rosen comments to confirmation reply and emails with J. Sazant regarding same (.3); revise confirmation reply (2.6); review DCG note sale motion (.6); research for confirmation reply (1.7).	5.20
13 Feb 2024	ESG	Copy check binder for upcoming hearing.	0.20
13 Feb 2024	ESG	Create binder for upcoming hearing per B. Rosen.	0.80
13 Feb 2024	RLF	Per G. Sanchez Tavaréz, completed Relativity processing of emails collected and reported results.	1.70
14 Feb 2024	PDD	Genesis Bankruptcy: Prepare for and participate remotely in court hearing with B. Rosen on various matters before the court (2.40); update team and strategize on various disputes (1.50); review NYAG litigation issues (2.30).	6.20
14 Feb 2024	BSR	Review materials and attend Hearing regarding sale of GBTC Shares (1.90); Conference call with Litigation Team regarding AHG/Proskauer Discovery (0.40); Conference call with SteerCo regarding Plan releases (0.70); Teleconference with [REDACTED] regarding same (0.20); Teleconference with [REDACTED] regarding same (0.10); Memorandum to J. Sazant/M. Volin regarding reply status (0.10); Review Volin memorandum regarding same (0.10); Memorandum to M. Volin regarding same (0.10); Review A. Parra memorandum regarding AHG claims (0.10); Memorandum to M. Volin regarding same (0.10); Review M. Volin memorandum regarding same (0.10); Revise cooperation Agreement (0.60); Review and revise draft reply Brief (1.40); Memorandum to Volin, et al., regarding same (0.10); Review Volin memorandum regarding AHG values (0.10); Memorandum to Volin regarding same (0.10); Review Volin memorandum regarding Fee Letter (0.10); Memorandum to Volin regarding same (0.10); Review [REDACTED] memorandum regarding Releases (0.10); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Teleconference with S. O'Neal regarding cooperation Agreement/ releases (0.30); Revise same (0.50); Memorandum to O'Neal regarding same (0.20).	7.70
14 Feb 2024	WDD	Review and revise draft objections and responses to requests for production to AHG; Correspondence with opposing counsel regarding improper discovery requests to Proskauer; Correspondence with counsel to Debtors regarding discovery matters; Correspondence with team regarding review and production of documents on behalf of AHG.	3.10
14 Feb 2024	YSH	Review and markup of NOL Demand Letter.	0.70
14 Feb 2024	GGV	Call with W. Dalsen to discuss document review; emails to I. Anton regarding the same; review document search results.	1.20
14 Feb 2024	JS	Correspondence with B. Rosen and M. Volin re: Reply brief	0.40
14 Feb 2024	MRV	Revise memorandum in support of confirmation (1.4); attend hearing (1.2); call with B. Rosen, P. Doyle, and W. Dalsen regarding discovery issues (.2); calculate UCC and debtor professional fees for memorandum (.9); review plan release provisions and discuss same	7.90

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		with B. Rosen (.2); calculate claim values based on current prices (.5); review B. Rosen comments and revise memorandum in support of confirmation (2.6); call with B. Rosen and steering committee regarding releases (.7); call with Cleary and White & Case regarding confirmation issues and discuss same with B. Rosen (.1); emails with E. Gaspar regarding upcoming filing of memorandum (.1).	
14 Feb 2024	JKH	Bluebook, revise, prepare table of authorities, and prepare table of contents to confirmation reply brief.	3.40
14 Feb 2024	ILA	Update, run new searches, and provide hit reports to case team	0.40
14 Feb 2024	ILA	Verify search term syntax, set up and confirm searchable document set, run search terms, verify results and create/provide search term report and corresponding related searches	1.10
14 Feb 2024	ILA	Further refine and run search terms per case team requests	0.20
14 Feb 2024	ILA	Create and provide NYAG and SEC email address searches in Relativity	0.20
14 Feb 2024	ILA	Review case team question on document inclusion, investigate and provide information accordingly	0.20
15 Feb 2024	PDD	Genesis Bankruptcy: Review issues and advise on negotiations re: discovery disputes with DCG and requested court conference re: same.	6.40
15 Feb 2024	BSR	Conference call with [REDACTED] regarding Gemini term sheet (0.50); Conference call with SteerCo regarding update (0.40); Review and revise reply brief (1.90); Office conference with Volin regarding same (0.30); Teleconference with O'Neal regarding release section (0.30); Teleconference with Ms. Volin regarding same (0.20); Review revised language regarding same (0.10); Memorandum to M. Volin regarding same (0.10); Review UCC reply Brief (1.70); Review debtors reply brief (2.10); Second conference call with [REDACTED], et al., regarding Gemini term sheet (0.50); Teleconference with Saferstein regarding proposal (0.20); Teleconference with O'Neal regarding same (0.30); Review [REDACTED] memorandum regarding releases (0.10); Memorandum to [REDACTED] regarding same (0.10); Review O'Neal memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Review [REDACTED] memorandum regarding added releases (0.10); Memorandum to [REDACTED] regarding same (0.10); Review Dalsen memorandum regarding Discovery issues (0.20); Memorandum to Dalsen regarding same (0.10); Review draft Sciametta Declaration (0.10); Memorandum to M. Weinberg regarding same (0.10); Review stipulations regarding NJ and Texas (0.20); Memorandum to D. Fike regarding same (0.10); Review D. Fike memorandum regarding same (0.10); Review revised drafts (0.10); Review O'Neal memorandum regarding Brief/releases (0.10); Memorandum to O'Neal regarding same (0.10); Review GBTC Order entered (0.10); ; Memorandum to SteerCo regarding same (0.10); Review C. West memorandum regarding correspondence/brief (0.10); Memorandum to C. West regarding same (0.10); Memorandum to M. Volin regarding status update (0.10); Review draft of same (0.20); Memorandum to [REDACTED], et al., regarding Saferstein call (0.20); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Review Letter/DCG regarding depositions (0.10); Memorandum to litigation team regarding same (0.10); Review Dalsen memorandum regarding same (0.10); Memorandum to Dalsen regarding same (0.10).	11.90

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
15 Feb 2024	WDD	Correspondence with team regarding subpoena to Proskauer; Correspondence with opposing counsel regarding improper discovery requests to Proskauer; Draft argument outline for potential court conference on discovery matters; Correspondence with team regarding document review and production status.	4.10
15 Feb 2024	GGG	Document review and production.	2.00
15 Feb 2024	MRV	Review and revise memorandum in support of confirmation (7.1); biweekly call with steering committee (.4); review emails and letter regarding Proskauer 30(b)(6) notice (.2); draft status update (.9); review UCC memorandum in support of confirmation (.7); call with B. Rosen regarding release section of memorandum and revise same (.3).	9.60
15 Feb 2024	ESG	Assist with filing confirmation reply.	4.00
15 Feb 2024	JKH	Bluebook, revise, prepare table of authorities, and prepare table of contents to confirmation reply brief.	1.40
15 Feb 2024	JK	Create and export production document from discovery database per W. Dalsen.	0.30
15 Feb 2024	ILA	Modify communications searches per requests of case team and report accordingly	0.20
15 Feb 2024	ILA	Update search parameters and exclusions per requests of case team	0.30
15 Feb 2024	ILA	Update searches again per request of G Tavaréz and report on results	0.10
15 Feb 2024	ILA	Investigate and report on potential technical issue documents in Relativity	0.20
15 Feb 2024	ILA	Confirm document production set, and provide with instruction to project coordinator for execution	0.20
15 Feb 2024	ILA	Review, stage and provide production per requests of case team	0.30
16 Feb 2024	PDD	Genesis Bankruptcy: Ongoing negotiations re: discovery disputes and revise discovery pleading drafts.	3.60
16 Feb 2024	BSR	Chambers conference/hearing regarding deposition request (1.20); Conference call with [REDACTED] regarding Gemini term sheet changes (0.80); Revise same (0.80); Review Dalsen memorandum regarding DCG demand (0.10); Memorandum to Dalsen regarding same (0.10); Memorandum to [REDACTED] et al., regarding term sheet (0.10); Review R. Fiedler memorandum regarding K&E Fees (0.10); Memorandum to Fiedler regarding same (0.10); Memorandum to Dalsen regarding Aronzon Depo (0.10); Review summary updates regarding same (0.30); Memorandum to F. Siddiqui regarding hearing (0.10); Review memorandum regarding same (0.20); Memorandum to O'Neal regarding reply/release (0.10); Review O'Neal memorandum regarding same (0.10); Review revised status update and revise (0.30); Memorandum to Volin regarding same (0.10); Memorandum with Saferstein regarding proposal (0.30); Memorandum with O'Neal regarding same (0.20); Teleconference with O'Neal regarding same (0.20); Review declarations and filed brief (3.20).	8.50
16 Feb 2024	WDD	Attend Aronzon deposition; Correspondence with opposing counsel regarding improper discovery requests to Proskauer; Prepare for hearing on discovery matters; Argue discovery matters to Court; Call with P. Doyle regarding discovery matters and next steps.	6.20

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
16 Feb 2024	GGs	DCG deposition of Paul Aronzon.	2.70
16 Feb 2024	JS	Creditor correspondence re: Plan questions	0.50
16 Feb 2024	MRV	Emails with B. Rosen, J. Sazant, and W. Dalsen regarding status update (.1); attend Aronzon deposition (2.7); revise and send status update (.4).	3.20
16 Feb 2024	ESG	Pull pleadings and distribute to team per J. Sazant.	0.80
17 Feb 2024	BSR	Review Saferstein memorandum and [REDACTED] (0.20); Review O'Neal memorandum regarding same (0.10); Memorandum to O'Neal regarding same (0.10); Memorandum to [REDACTED], et al., regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Conference call with [REDACTED] regarding same/Gemini (0.70); Revise term sheet (0.40); Review materials for Confirmation Hearing (1.10).	2.80
18 Feb 2024	VI	Review bankruptcy docket and confirmation issues.	1.00
18 Feb 2024	BSR	Review [REDACTED] memorandum regarding releases information (0.10); Memorandum to [REDACTED] regarding same (0.10); Review O'Neal memorandum regarding same (0.10); Review [REDACTED] memorandum regarding Gemini call and Term Sheet proposal (0.20); Memorandum to [REDACTED] regarding same (0.10); Memorandum to [REDACTED] regarding releases (0.20); Memorandum to J. Sazant, et al., regarding SteerCo/AHG updates (0.10); Review [REDACTED] memorandum regarding Gemini Call (0.20); Review reserve Rider (0.30).	1.40
18 Feb 2024	JS	Creditor correspondence	0.40
18 Feb 2024	MRV	Review statement in support of confirmation filed by Katten.	0.40
19 Feb 2024	PDD	Genesis Bankruptcy: Review issues re: DCG objections and discovery disputes with AHG.	2.90
19 Feb 2024	BSR	Review and revise Gemini Term Sheet (1.20); Conference call with [REDACTED] regarding same (0.50); Memorandum to HHR regarding same (0.10); Teleconference with [REDACTED] regarding same (0.30); Teleconference with [REDACTED] regarding same (0.20); Review A. Parra memorandum and Draft By-Laws (0.40); Memorandum to J. Sazant regarding same (0.10); Review J. Sazant memorandum regarding same (0.10); Memorandum to J. Saferstein regarding [REDACTED] (0.10); Memorandum to [REDACTED] et al., regarding non-releases (0.10); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Review [REDACTED] memorandum regarding excluded names (0.10); Memorandum to [REDACTED] regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Teleconference with Saferstein regarding [REDACTED] (0.30); Memorandum to [REDACTED] et al., regarding same (0.20); Teleconference with [REDACTED] regarding same (0.40); Teleconference with Abelson regarding update (0.20); Teleconference with S. O'Neal regarding same (0.30).	5.10
19 Feb 2024	JS	Review pleadings; creditor correspondence; edit bylaws; correspondence with B. Rosen re: same	2.60
19 Feb 2024	MRV	Review B. Rosen and steering committee emails regarding releases.	0.10

Client Name Committee of Facility B Lenders (87307)
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
20 Feb 2024	PDD	Genesis Bankruptcy: Review issues and communications re: disputes over NYAG settlement and related discovery, issue of Debtors releases, and related matters.	4.70
20 Feb 2024	MTH	NOL analysis	1.00
20 Feb 2024	BSR	Conference call with SteerCo regarding plan update, etc (0.80); Conference call with AHG regarding same (0.50); Review [REDACTED] memorandum regarding hearing (0.10); Memorandum to [REDACTED] regarding same (0.10); Review [REDACTED] regarding memorandum regarding claim calculation (0.10); Memorandum to J. Sazant regarding same (0.10); Review J. Sazant memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Review draft Gemini reserve stipulation (0.30); Memorandum to J. Sazant regarding same (0.10); Memorandum to SteerCo regarding [REDACTED] (0.10); Memorandum to O'Neal regarding GBTC monetization (0.20); Memorandum to [REDACTED] regarding same (0.10); Review A. Parra memorandum regarding By-Laws (0.10); Memorandum to A. Parra regarding same (0.10); Teleconference with Abelson regarding update, Gemini, etc (0.40); Memorandum to Abelson regarding Gemini updates (0.10); Review D. Fike memorandum regarding Gemini Claim Allowance (0.20); Memorandum to D. Fike regarding same (0.10); Review [REDACTED] i memorandum regarding release call (0.10); Memorandum to [REDACTED] i regarding same (0.10); Review Abelson memorandum regarding Gemini Summary (0.10); Memorandum to Abelson regarding same (0.10); Review [REDACTED] memorandum regarding hearing (0.10); Memorandum to [REDACTED] regarding same (0.10); Review Frelinghuysen memorandum regarding Gemini meeting (0.10); Memorandum to Frelinghuysen regarding same (0.10); Review HHR version of Term sheet (0.60); Review draft brief regarding NYAG (1.80); Review NYAG motion (0.30).	7.20
20 Feb 2024	YSH	Follow-ups regarding tax issues in connection with proposed restructuring.	0.50
20 Feb 2024	GGG	Deposition of Tom Conheaney.	3.50
20 Feb 2024	JS	Meeting with SteerCo; meeting with Ad Hoc Group; creditor correspondence; call with B. Rosen re: case status; call with M. Volin re: NYAG Objection; review Gemini settlement term sheet; edit bylaws; edit disputed claims reserve stipulation	6.40
20 Feb 2024	MRV	Weekly call with steering committee (.6); call with J. Sazant regarding open issues (.1); weekly ad hoc group call (.4); review claim objections (.3); review [REDACTED] (.1); review recent filings (.6); review revised Gemini settlement term sheet (.5); review Conheaney deposition summary (.1).	2.70
20 Feb 2024	ESG	Maintain docket calendar and register attorneys for upcoming hearings.	0.40
21 Feb 2024	MTH	Correspondence Cleary about NOL transfers	0.50
21 Feb 2024	BSR	Conference call with [REDACTED] regarding Gemini Term Sheet (0.60); Discovery Conference regarding NYAG/DCG issues (0.60); Conference call with HHR, et al., regarding term sheet (1.10); Conference call with Principals regarding same (0.80); Conference call with [REDACTED] regarding same (0.40); Conference call with Cleary, et al regarding Conf. Obj (0.20); Review and revise reply brief (0.90); Teleconference with J. Sazant regarding same (0.40); Memorandum to [REDACTED] regarding HHR version (0.10);	8.80

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		Review ██████ memorandum regarding same (0.10); Memorandum to ██████ regarding same (0.10); Memorandum to A. Frelinghuysen regarding proposal (0.20); Review draft By-Law changes and memorandum to J. Sazant regarding same (0.30); Review revised version of same (0.10); Memorandum to ██████ regarding release call (0.10); Review ██████ memorandum regarding same (0.10); Memorandum to ██████ regarding same (0.10); Memorandum to Frelinghuysen regarding principal call (0.10); Teleconference with O'Neal regarding Gemini update, etc. (0.60); Memorandum to ██████ regarding release call (0.10); Review M. Hamilton memorandum regarding NOL Demand (0.10); Memorandum to M. Hamilton regarding same (0.10); Review Gemini Rider (0.30); Memorandum to O'Neal, et al., regarding same (0.10); Teleconference with O'Neal regarding same (0.20); Memorandum to ██████ et al., regarding Gemini update (0.10); Review and revise status update (0.30); Review HHR memorandum regarding reserve issues (0.20); Review Abelson memorandum regarding same (0.10); Memorandum to Abelson, et al., regarding same (0.10).	
21 Feb 2024	YSH	Follow-ups regarding tax open issues and scheduling call.	0.70
21 Feb 2024	JS	Edit bylaws and PA Agreement; edit stipulation with creditor; review DCG objection to NYAG settlement; draft reply to NYAG Settlement objection; meeting with B. Rosen, clients, and Gemini re: settlement; meeting the B. Rosen, Debtors, and UCC re: confirmation; call with M. Weinberg re: same; draft status update	11.20
21 Feb 2024	MRV	Review revised WDOC bylaws and disputed claim reserve stipulation (.4); review recent filings (1.1); call with Hughes Hubbard, B. Rosen, and J. Sazant regarding Gemini settlement (1); review claim objections (.3); call with Hughes Hubbard, B. Rosen, J. Sazant, and clients regarding Gemini settlement (.9); follow up call with B. Rosen, J. Sazant, ██████ (.5); call with B. Rosen and J. Sazant (.1).	4.30
21 Feb 2024	ESG	Write instructions for registering for hearing, electronics device form, etc. for client per J. Sazant.	0.20
22 Feb 2024	BSR	Review and revise Gemini Term Sheet (2.30); Conference call with ██████ regarding same (0.60); SteerCo conference call regarding update (0.50); Review and revise memorandum brief to Sazant (0.20); Conference call with Cleary, et al., regarding hearing prep (0.40); Conference call with ██████ and Cleary regarding releases (1.10); Teleconference with ██████ regarding same (0.30); Teleconference with ██████ regarding same (0.30); Review L. Lundy memorandum regarding By-Laws (0.10); Memorandum to L. Lundy regarding same (0.10); Review A. Parra memorandum regarding same (0.10); Review UCC comments to By-Laws (0.10); Review J. Sazant memorandum regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Memorandum to ██████ regarding Term Sheet (0.10); Conference call regarding Gemini issues with Cleary and UCC (0.60); memorandum to O'Neal regarding same (0.10); Teleconference with O'Neal regarding same (0.30); Review Draft confirmation order (0.40); Memorandum to M. Volin regarding same (0.10); Teleconference with ██████ regarding ██████ (0.30); Meeting with M. Volin and Sazant regarding prep (0.40); Review DCG objection to NYAG Settlement (0.30); Further revise Gemini Term Sheet (0.90); Memorandum to ██████ regarding same (0.10); Teleconference with ██████ regarding same (0.20); Review and revise cooperation Agreement (0.40); Memorandum to O'Neal	11.20

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		regarding same (0.10); Memorandum to ██████ regarding same (0.10); Memorandum to HHR, et al., regarding Term Sheet (0.20); Teleconference with ██████ regarding same (0.30).	
22 Feb 2024	WDD	Attend deposition of Jason Brown.	2.50
22 Feb 2024	GGG	Deposition of Jason Brown (Expert DCG).	3.20
22 Feb 2024	JS	Draft NYAG Reply brief; call with debtors and UCC re: confirmation; call with SteerCo; creditor communications; meeting with debtors re: releases	14.20
22 Feb 2024	MRV	Review status update (.1); weekly call with steering committee (.4); call with B. Rosen and J. Sazant regarding confirmation issues (.5); review and revise confirmation order (2.1).	3.10
22 Feb 2024	ESG	Create binders for confirmation hearing per B. Rosen.	4.90
22 Feb 2024	ESG	Submit invoice for hearing transcript.	0.10
23 Feb 2024	BSR	Conference call with ██████, et al., regarding GBTC Monetization (0.60); Conference call with Cleary, W&C, et al., regarding Confirmation Hearing Prep (0.60); Review Draft Debtor reply to DCG/NYAG (0.40); Memorandum to A. Saenz regarding same (0.10); Review Draft UCC Pleading regarding same (0.20); Memorandum to P. Abelson regarding reserve (0.10); Review and revise AHG reply (1.70); Review Abelson memorandum regarding reserve (0.10); Memorandum to Abelson regarding same (0.10); Memorandum to SteerCo regarding same (0.10); Review SteerCo responses regarding same (0.40); Memorandum to Abelson regarding same (0.10); Review Abelson memorandum regarding same (0.10); Review ██████ materials for Cleary Investigation (0.70) Memorandum to ██████ regarding same (0.10); Memorandum to Abelson regarding reserve amount (0.10); Review ██████ memorandum regarding Claim/Plan (0.10); Memorandum to ██████ regarding same (0.10); Memorandum to O'Neal regarding GBTC Monetization (0.10); Review O'Neal memorandum regarding same (0.10); Review Gemini memorandum regarding stipulations (0.20); Memorandum to J. Sazant regarding same (0.10); Review J. Sazant memorandum regarding same (0.10); Memorandum to Sazant regarding same (0.10); Review Meises comments to reserve stipulation (0.10); Memorandum to Meises regarding same (0.10); Review O'Neal memorandum regarding cooperation Agreement (0.10); Memorandum to O'Neal regarding same (0.10); Teleconference with O'Neal regarding update (0.40); Memorandum to Cleary and W&C regarding Gemini Term Sheet (0.10); Memorandum to E. Gaspar regarding NYAG documents (0.10); Memorandum to J. Sazant regarding Gemini Stipulations (0.10); Review J. Sazant memorandum regarding same (0.10); Teleconference with ██████ regarding Gemini update (0.50); Teleconference with ██████ regarding same (0.40); Teleconference with ██████ regarding Conf/Gemini/Releases (0.40).	8.50
23 Feb 2024	WDD	Correspondence with team regarding DCG letter.	0.30
23 Feb 2024	GGG	Review and respond to emails regarding DCG letter regarding stipulation,	0.10
23 Feb 2024	JS	Draft reply to NYAG settlement objection; edit reply to NYAG Settlement objection; review confirmation pleadings; draft status update; meeting with B. Rosen, Debtors, and UCC re: confirmation hearing; review NYAG settlement reply pleadings	6.40

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
23 Feb 2024	MRV	Draft sealing motion (.8); emails with B. Rosen regarding confirmation hearing (.1); review reply in support of NYAG settlement (.4); review DCG letter (.1).	1.30
23 Feb 2024	AJ	Prepare binders per B. Rosen and send for shipping (2.50); File documents per J. Sazant (1.30).	3.80
23 Feb 2024	NKO	Work with A. Jonasz on filing of reply.	0.50
24 Feb 2024	BSR	Memorandum to O'Neal regarding cooperation Agreement (0.10); Memorandum to J. Sazant regarding outstanding items (0.10); Review DCG letter regarding reply brief (0.10); Memorandum to Dalsen regarding same (0.10); Conference call with Proskauer team regarding same (0.40); Revise draft letter regarding same (0.10); Review revised brief paragraphs (0.10); Conference call with Cleary and [REDACTED] regarding releases (0.50); Teleconference with [REDACTED] regarding same (0.30); Teleconference with [REDACTED] regarding same (0.20); Teleconference with [REDACTED] stijn regarding same (0.20); Teleconference with [REDACTED] regarding Gemini update (0.30); Teleconference with [REDACTED] regarding same (0.40); Review O'Neal memorandum regarding Cooperation Agreement/Filing (0.10); Memorandum to O'Neal regarding same (0.10); Memorandum to J. Sazant regarding Confirmation Order (0.10); Review and revise status update (0.30); Review C. Riberio memorandum regarding Confirmation Order (0.10); Memorandum to C. Riberio regarding same (0.10); Review Materials for Confirmation Hearing (2.90); Teleconference with O'Neal regarding hearing allocation, etc. (0.40).	7.00
24 Feb 2024	WDD	Call with team regarding confirmation hearing preparation and discovery matters; Draft response to DCG letter regarding supposed discovery dispute.	2.40
24 Feb 2024	GGs	Telephone conference with P. Doyle, B. Rosen, W. Dalsen and J. Sazant to discuss DCG letter regarding stipulation.	0.40
24 Feb 2024	JS	Prepare opening argument re: confirmation hearing	5.80
25 Feb 2024	MTH	GBTC Call	1.00
25 Feb 2024	BSR	Revise cooperation agreements (0.40); Memorandum to [REDACTED] regarding same (0.10); Review Gemini Term Sheet (0.40); Memorandum to [REDACTED], et al., regarding same (0.10); Review VanLare memorandum regarding Allocation (0.10); Conference call with Cleary, W&C and Proskauer tax teams regarding update (0.50); Review draft Gemini term sheet (0.40); Conference call with [REDACTED] regarding same (0.40); Teleconference with [REDACTED] regarding same (0.30); Revise term sheet (0.70); Memorandum to HHR, et al., regarding value (0.10); Teleconference with A. Frelinghuysen regarding same (0.20); Memorandum to SteerCo regarding status of term sheet (0.20); Memorandum to [REDACTED] regarding same (0.10); Memorandum to O'Neal, et al., regarding cooperation agreements (0.20); Memorandum to Abelson, et al. regarding term sheet (0.10); Review HHR late draft of term sheet (0.20); Prepare opening statement (2.90); Review A. Parra memorandum regarding Reserve (0.10); Memorandum to A. Parra regarding same (0.10); Review Plan changes (0.30).	7.80
25 Feb 2024	WDD	Call with team regarding confirmation hearing status and next steps; Correspondence with opposing counsel regarding reply brief in support of motion to approve NYAG settlement;	0.40

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
25 Feb 2024	YSH	Preparation for and attendance of call with debtors and UCC committee regarding tax issues in connection with proposed restructuring.	0.80
25 Feb 2024	TTM	Tax call with Cleary and W&C tax teams (0.5 hrs); review notes and email correspondence received during period of coverage (1.0 hrs).	1.50
25 Feb 2024	GGG	Telephone conference with P. Doyle, B. Rosen, W. Dalsen, J. Sazant, and M. Volin to discuss upcoming Hearing.	0.40
25 Feb 2024	JS	Edit opening argument; travel from Chicago to White Plains for hearing; edit confirmation order; correspondence with B. Rosen and debtors re: same	12.40
25 Feb 2024	MRV	Review status update (.1); review J. Sazant opening argument outline (.2); call with B. Rosen, P. Doyle, W. Dalsen, J. Sazant, and G. Sanchez regarding open issues (.3); call with J. Sazant regarding opening argument outline (.1); draft sections of opening argument outline (1.3); review and revise confirmation order (.5); review Crypto Group 2019 statement and emails with B. Rosen regarding same (.1); review revised Gemini term sheet (.2); review amended plan (.2).	3.00
25 Feb 2024	AJ	File documents per J. Sazant.	1.20
25 Feb 2024	NKO	Work with A. Jonasz on filing of revised reply.	0.50
26 Feb 2024	PDD	Genesis Bankruptcy: Review court filings re: confirmation plan and NYAG settlement issues.	2.80
26 Feb 2024	BSR	Review materials, Prepare opening statement attend confirmation hearing/NYAG Settlement Hearing, Prepare cross-examination outlines (11.30); Conference call with A. Frelinghuysen regarding term sheet (0.50); Memorandum to M. Volin regarding UCC fees (0.10); Review M. Volin memorandum regarding same (0.10); Revise term sheet (1.10); Memorandum to J. Sazant regarding hearing prep (0.10); Review draft confirmation order (0.30); Memorandum to J. Sazant regarding same (0.10); Review J. Sazant memorandum regarding same (0.10); Teleconference with ██████ regarding Gemini update (0.40); Review ██████ regarding same (0.40); Review ██████ memorandum regarding same (0.10); Memorandum to ██████ regarding same (0.10). Memorandum to Sazant regarding status update (0.10).	14.80
26 Feb 2024	GGG	Confirmation hearing opening statements.	1.00
26 Feb 2024	JS	Attend confirmation hearing; take notes for closing argument; meeting with B. Rosen re: hearing; review Gemini settlement term sheet; draft status update; creditor correspondence	10.60
26 Feb 2024	MRV	Review DCG claim objection and emails with B. Rosen and J. Sazant regarding same (.2); attend confirmation hearing (3.8); review UCC professional fees and emails with B. Rosen regarding same (.6); call with Hughes Hubbard regarding Gemini term sheet (.6); review Reorg confirmation hearing summary (.2).	5.40
26 Feb 2024	ESG	Maintain docket calendar and submit invoice.	0.50
27 Feb 2024	PDD	Genesis Bankruptcy: Review court filings re: plan confirmation and NYAG settlement.	1.50
27 Feb 2024	BSR	Memorandum to J. Sazant regarding status update (0.10); Review Gemini term sheet comments (0.30); Memorandum to ██████ regarding same (0.10); Memorandum to R. Minott regarding DCG note sale (0.10); SteerCo conference call regarding update (0.50);	16.30

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		Review materials, prepare for hearing, attend hearing regarding settlement/confirmation (10.70); Meeting with parties regarding Gemini term sheet (0.90); Memorandum to SteerCo regarding same (0.10); Review HHR revised term sheet (0.30); Memorandum to A. Frelinghuysen regarding same (0.10); Review M. Weinberg memorandum regarding same (0.20); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.20); Review A. Frelinghuysen memorandum regarding same (0.10); Teleconference with [REDACTED] an regarding same (0.50); Memorandum to Frelinghuysen regarding same (0.10); Memorandum to P. Abelson regarding UCC position (0.20); Review Abelson memorandum regarding same (0.20); Teleconference with Abelson regarding same (0.10); Review and revise status update (0.30); Review latest draft of term sheet (0.30); Memorandum to SteerCo regarding same (0.20); Review Alt-Coin listing (0.20); Review recovery analysis (0.30); Memorandum to SteerCo regarding same (0.10).	
27 Feb 2024	WDD	Correspondence with J. Sazant regarding closing argument preparation and next steps.	0.40
27 Feb 2024	GGG	Review declarations and create chart with support for closing statements.	2.10
27 Feb 2024	JS	Attend confirmation hearing; meeting with B. Rosen, debtors, UCC, and Gemini re: Gemini settlement; draft status update; creditor correspondence; draft closing argument re: NYAG Settlement	14.30
27 Feb 2024	MRV	Call with steering committee (.6); emails with J. Sazant, W. Dalsen, and G. Sanchez regarding closing argument outline (.3); review status updates (.2); call with Cleary and White & Case (.7).	1.80
27 Feb 2024	ESG	Pull confirmation reply per B. Rosen.	0.10
28 Feb 2024	PDD	Genesis Bankruptcy: Review court developments re: confirmation and objections and communications re: same.	1.40
28 Feb 2024	MTH	Review term sheet Gemini solution	1.00
28 Feb 2024	BSR	Draft Gemini talking points; Attend hearing, revise draft closing, meetings regarding Gemini Term Sheet (9.10); SteerCo conference call regarding term sheet (0.60); Teleconference with [REDACTED] an regarding hearing (0.40); Teleconference with [REDACTED] regarding same (0.50); Conference call with [REDACTED] regarding term sheet (0.30); Memorandum to Tax team regarding term sheet (0.10).	11.00
28 Feb 2024	YSH	Review of draft of Gemini term sheet.	0.70
28 Feb 2024	TTM	Review draft of Gemini settlement term sheet (1.5 hrs).	1.50
28 Feb 2024	JS	Closing argument re: NYAG Settlement; travel from hearing; meeting with SteerCo re: Gemini settlement	8.80
28 Feb 2024	MRV	Call with steering committee regarding hearing and Gemini settlement (.6); attend closing argument (2.3).	2.90
28 Feb 2024	ESG	Pull pleadings and distribute to team per J. Sazant.	0.60
29 Feb 2024	MTH	Genesis - Conference call re tax issues and Gemini settlement. Review term sheet.	1.60
29 Feb 2024	BSR	SteerCo call regarding update (0.60); Memorandum to M. Weinberg regarding term sheet (0.10); Review term sheet (0.20); Teleconference with [REDACTED] regarding next steps (0.20); Review	3.30

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		Coin Report (0.30); Memorandum to J. Sazant regarding same (0.10); Teleconference with E. Gasper regarding closing materials (0.20); Review ██████████ memorandum regarding GBTC sales (0.10); Memorandum to ██████████ regarding same (0.10); Conference call with Tax term regarding term sheet (0.40); Office conference with Hamilton regarding same (0.40); Review monthly operating report (0.30); Review ordinary cause notice (0.10); Review ██████████ memorandum regarding Coin Report (0.10); Review J .Sazant memorandum regarding same (0.10).	
29 Feb 2024	YSH	Preparation for and attendance of call with Proskauer team to discuss Gemini term sheet.	1.10
29 Feb 2024	TTM	Review execution version of Gemini settlement term sheet (0.6 hrs); PR tax internal call to discuss Gemini settlement term sheet (0.5 hrs); PR internal call to discuss Gemini settlement term sheet (0.5 hrs).	1.60
29 Feb 2024	JS	Creditor correspondence	1.70
29 Feb 2024	MRV	Weekly call with steering committee (.5); call with B. Rosen, M. Hamilton, J. Habenicht, and T. Multari regarding Gemini tax issues (.4).	0.90
29 Feb 2024	ESG	Call with B. Rosen regarding closing binder.	0.30
29 Feb 2024	ESG	Maintain docket calendar and register attorneys for upcoming hearings.	0.50
29 Feb 2024	ESG	Create closing binder per B. Rosen.	2.00

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Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees Amount</u>
<u>Partner</u>			
Doyle, Peter D.	61.80	2,050.00	126,690.00
Hamilton, Martin T.	16.40	1,915.00	31,406.00
Indelicato, Vincent	1.00	1,780.00	1,780.00
Rosen, Brian S.	228.40	2,135.00	487,634.00
Zarb, Frank G.	1.90	2,125.00	4,037.50
Total Partner	309.50		\$ 651,547.50
<u>Senior Counsel</u>			
Dalsen, William D.	27.40	1,560.00	42,744.00
Total Senior Counsel	27.40		\$ 42,744.00
<u>Associate</u>			
Habenicht, Yomarie S.	11.50	1,395.00	16,042.50
Multari, Thomas T.	11.10	1,175.00	13,042.50
Sanchez Tavaréz, Genesis G.	21.80	1,235.00	26,923.00
Sazant, Jordan	163.10	1,395.00	227,524.50
Slaton, Carrie R.	0.80	1,090.00	872.00
Volin, Megan R.	79.00	1,330.00	105,070.00
Total Associate	287.30		\$ 389,474.50
<u>Paralegal</u>			
Gaspar, Ella S.	19.50	375.00	7,312.50
Hoffman, Joan K.	4.80	725.00	3,480.00
Jonasz, Alexandra	5.60	320.00	1,792.00
Oloumi, Nicole K.	1.00	580.00	580.00
Total Paralegal	30.90		\$ 13,164.50
<u>Practice Support</u>			
Fox, Rachel L.	2.90	590.00	1,711.00
Klock, Joseph	1.00	590.00	590.00
Total Practice Support	3.90		\$ 2,301.00
<u>Staff</u>			
Antoon, Isaac L.	3.40	625.00	2,125.00
Total Staff	3.40		\$ 2,125.00
Professional Fees	662.40		\$ 1,101,356.50

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Disbursement Summary

<u>Disbursements and Other Charges</u>	<u>Amount</u>
Computerized Research	4,822.00
Copying & Printing	763.84
Delivery Services	184.67
Secreterial Overtime	600.00
Transcripts	6,636.91
Word Processing	45.75
Total Disbursements	\$ 13,053.17

Total Billed

\$ 1,114,409.67



Proskauer Rose LLP Eleven Times Square, New York, NY 10036-8299

Remittance Advice

Federal ID: 13-1840454

Genesis Global Capital, LLC
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006

Invoice: 21242729
Invoice Date: 28 Mar 2024
Client Matter ID: 87301.0001

Attn: Sean O'Neal

Remit To:
Proskauer Rose LLP
Eleven Times Square
New York, NY 10036-8299
ATTN: Accounts Receivable

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001

Total Due This Invoice

\$ 1,114,409.67

Outstanding Invoices

<u>Date</u>	<u>Invoice</u>	<u>Total</u>	<u>Credits Applied</u>	<u>Remaining Balance</u>
28 Feb 2023	21163173	892,660.90	0.00	892,660.90
29 Mar 2023	21172181	599,210.76	0.00	599,210.76
26 Apr 2023	21178142	500,505.13	0.00	500,505.13
22 May 2023	21183447	272,087.08	0.00	272,087.08
25 Jul 2023	21194983	989,906.68	0.00	989,906.68
29 Aug 2023	21203533	240,841.41	0.00	240,841.41
19 Sep 2023	21204677	265,491.50	0.00	265,491.50
16 Oct 2023	21215363	964,314.12	0.00	964,314.12
20 Dec 2023	21225600	1,756,001.62	0.00	1,756,001.62
25 Jan 2024	21231235	889,128.28	0.00	889,128.28
29 Feb 2024	21237428	1,458,656.52	0.00	1,458,656.52
Total Outstanding				\$ 9,943,213.67

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001



Proskauer Rose LLP Eleven Times Square, New York, NY 10036-8299

Federal ID: 13-1840454

Genesis Global Capital, LLC
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006

Invoice: 21247954
Invoice Date: 26 Apr 2024
Client Matter ID: 87301.0001

Attn: Sean O'Neal

RE: Debt Restructuring

For legal services rendered for the period ending March 31, 2024 as set forth in this invoice.

Fees Billed	\$ 664,100.50
Disbursements Billed	\$ 13,096.30
Total Due This Invoice	\$ 677,196.80

Outstanding Invoices

<u>Date</u>	<u>Invoice</u>	<u>Total</u>	<u>Credits Applied</u>	<u>Remaining Balance</u>
28 Feb 2023	21163173	892,660.90	0.00	892,660.90
29 Mar 2023	21172181	599,210.76	0.00	599,210.76
26 Apr 2023	21178142	500,505.13	0.00	500,505.13
22 May 2023	21183447	272,087.08	0.00	272,087.08
25 Jul 2023	21194983	989,906.68	0.00	989,906.68
29 Aug 2023	21203533	240,841.41	0.00	240,841.41
19 Sep 2023	21204677	265,491.50	0.00	265,491.50
16 Oct 2023	21215363	964,314.12	0.00	964,314.12
20 Dec 2023	21225600	1,756,001.62	0.00	1,756,001.62
25 Jan 2024	21231235	889,128.28	0.00	889,128.28
29 Feb 2024	21237428	1,458,656.52	0.00	1,458,656.52
28 Mar 2024	21242729	1,114,409.67	0.00	1,114,409.67
Total Outstanding				\$ 10,620,410.47

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001

We do not change our bank account details. Do not reply to or act upon any email you receive purporting to advise you that our bank account details have changed. Please telephone your contact at our office before transferring any funds.

Client Name Committee of Facility B Lenders (87307)
 Matter Name Debt Restructuring (0001)

Invoice Date 26 Apr 2024
 Invoice Number 21247954

Description of Services Rendered

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
05 Feb 2024	JS	Draft confirmation reply; correspondence with B. Rosen and M. Volin re: same; creditor correspondence; review Plan objections; SteerCo meeting; Ad Hoc Group meeting	8.60
01 Mar 2024	MTH	Extended work on analysis of Gemini deal	1.50
01 Mar 2024	BSR	Conference call with Tax professionals regarding Gemini transactions GBTC (0.50); Conference call with M. Renzi and Steerco regarding re balancing (1.00); Review C. Riberio memorandum regarding Trade consents (0.30); Memorandum to c. Riberio regrading same (0.10); Review Sazant memorandum regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Memorandum to C. Riberio regarding flexibility (0.10); Review Riberio memorandum regarding same (0.10); Review J. Sazant memorandum regarding DCG sale of Assets (0.10); Memorandum to J. Sazant regarding same (0.10); Review J. Sazant Memorandum regarding same (0.10); Review E. Caspar memorandum regarding closing binder (0.10); Memorandum to E. Gaspar regarding same (0.10); Teleconference with A. Frelinghuysen regarding Gemini Term sheet issues (0.40); Memorandum to Gaspar regarding Celsius Summary (0.10); Review Gaspar memorandum regarding same (0.10); Memorandum to Gaspar regarding same (0.10); Memorandum to Gaspar regarding closing presentation (0.10); Review Gaspar memorandum regarding same (0.10); Review C. Riberio memorandum regarding Tranche consent (0.10); Memorandum to C. Riberio regarding same (0.10); Review HHR draft of agreement (1.90) ; Teleconference with [REDACTED] regarding update (0.40).	6.20
01 Mar 2024	YSH	Preparation for and attendance of call with Gemini, debtors and UCC committee regarding tax treatment of settlement proposal.	0.90
01 Mar 2024	TTM	Tax teams call to discuss Gemini Settlement Term Sheet.	0.50
01 Mar 2024	JS	Confirmation hearing and closing argument prep; correspondence with B. Rosen and M. Volin re: same; creditor correspondence; review Gemini settlement agreement; draft status update	2.10
01 Mar 2024	MRV	Emails with E. Gaspar regarding closing argument binder (.1).	0.10
01 Mar 2024	ESG	Create closing binder per B. Rosen.	3.20
01 Mar 2024	ESG	Submit invoice.	0.10
01 Mar 2024	ESG	Read Celsius opinion and summarize key points per B. Rosen .	3.20
02 Mar 2024	BSR	Review HHR draft (3.10); Review O'Neal memorandum regarding Tranche consents (0.10); Memorandum to M. Renzi regarding same (0.10); Memorandum to [REDACTED], et al., regarding same, Earn Assets (0.30); Review [REDACTED] memorandum regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Conference call with [REDACTED] regarding same (0.60); Memorandum to S. O'Neal regarding Earn Assets (0.20); Review O'Neal memorandum regarding same (0.10); Review A. Parra memorandum regarding UCC consent (0.10); Memorandum to A. Parra regarding same (0.10); Review P. Abelson memorandum regarding same (0.10); Teleconference with P. Abelson regarding same (0.40).	5.40

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02 Mar 2024	JS	Correspondence with B. Rosen, debtors, and UCC re: Gemini settlement agreement	0.60
02 Mar 2024	MRV	Review B. Rosen emails regarding Gemini asset issue.	0.10
03 Mar 2024	BSR	Review ██████████ memorandum regarding LO DOC/LOC issues (0.10); Memorandum to ██████████ regarding same (0.10); Review ██████████ memorandum regarding same (0.10); Review J. Sazant memorandum regarding same (0.10); Review M. Weinberg memorandum regarding Earn Assets/HHR Agreement (0.10); Memorandum to M. Weinberg regarding same (0.10); Revise HHR Agreement (1.30); Memorandum to S. O'Neal regarding closing/Plan (0.20); Memorandum to J. Sazant regarding value of shares/DCO (0.10).	3.20
03 Mar 2024	ESG	Create closing binder per B. Rosen.	0.80
04 Mar 2024	BSR	Conference call with SteerCo regarding update/Issues (0.60); Conference call with AHG regarding same (1.00); Conference call with HL regarding Earn Assets (0.50); Review and revise Gemini Settlement Agreement (5.20); Review Cleary memorandum regarding Test Trades (0.20); Memorandum to S. Rohlfs regarding same (0.10); Review J. Sazant memorandum regarding closing form (0.10); Teleconference with E. Gaspar regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Review O'Neal Memorandum regarding Omni/Findings (0.10); Memorandum to O'Neal regarding same (0.10); Review P. Abelson Memorandum regarding same (0.10); Memorandum to O'Neal regarding same (0.10); Review Gaspar memorandum regarding Celsius decision (0.20); Memorandum to Gaspar regarding same (0.10); Review correspondence regarding Trading (0.30); Memorandum to C. Riberio regarding same (0.20); Review Stipulation/Notice of Presentment (0.20); Memorandum to J. Sazant regarding same (0.10); Teleconference ██████████ regarding Gemini Issues (0.30); Teleconference with ██████████ regarding same (0.30).	10.90
04 Mar 2024	YSH	Analysis of tax issues in connection with proposed restructuring.	1.50
04 Mar 2024	TTM	Attend weekly Ad Hoc Group meeting (0.7 hrs); review draft Gemini settlement agreement (1.8 hrs).	2.50
04 Mar 2024	JS	Steerco Meeting; correspondence with B. Rosen, M. Volin, debtors, and UCC re: closing argument; AHG meeting	1.20
04 Mar 2024	MRV	Weekly call with steering committee (.3); call regarding Gemini asset issues (.5).	0.80
04 Mar 2024	ESG	Read Celsius opinion and summarize key points per B. Rosen.	5.10
04 Mar 2024	ESG	Maintain docket calendar.	0.50
05 Mar 2024	PDD	Genesis Bankruptcy: Prepare for court hearing.	1.40
05 Mar 2024	MTH	Genesis - Tax call re Gemini Settlement Agreement; conference call Genesis Committees.	1.50
05 Mar 2024	BSR	Conference with Cleary, et al., regarding Omni Hearing/Findings/Conclusions (0.80) Conference call with J. Sazant and M. Volin regarding closing agreement (0.40); Conference call with A. Parra et al. regarding Singapore Director (0.50); Review Gaspar memorandum regarding closing (0.10); Memorandum to J. Sazant regarding same (0.10); Review O'Neal memorandum regarding D. Azman regarding CAHG Fees (0.20); Memorandum to O'Neal regarding same (0.10); Review CAHG proposal (0.10);	9.10

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		Teleconference with O'Neal regarding same (0.20); Memorandum to O'Neal regarding same (0.10); Review O'Neal memorandum regarding Crypto Fees (0.10); Memorandum to O'Neal regarding same (0.10); Revise Gemini Settlement Agreement (4.80); Memorandum to A. Parra, et al, regarding same (0.10); Review Parra memorandum regarding Earn Assets (0.10); Memorandum to A. Parra regarding same (0.10); Review Exhibit Listing (0.60); Memorandum to W. Dalsen regarding same (0.10); Review Dalsen memorandum regarding same (0.30); Review LOC proposal (0.10); Memorandum to Dalsen regarding Exhibits (0.10).	
05 Mar 2024	WDD	Review DCG proposed exhibits; Correspondence with team regarding DCG proposed exhibits.	0.40
05 Mar 2024	YSH	Analysis of tax issues in connection with proposed restructuring.	0.60
05 Mar 2024	TTM	PR Tax call to discuss Gemini Settlement Agreement (0.5 hrs); prepare summary of suggested comments to Gemini Settlement Agreement and send to Y. Habenicht for her review (0.8 hrs); review Y. Habenicht comments to Gemini Settlement Agreement (0.8 hrs).	2.10
05 Mar 2024	JS	Coordinate closing argument; review litigation and wind-down documents; call with B. Rosen, P. Doyle, W. Dalsen, and G. Sanchez-Tavares re: litigation; meeting with creditors	5.00
05 Mar 2024	MRV	Emails with J. Sazant regarding closing argument prep (.1); emails with J. Sazant regarding upcoming hearing (.1); review hearing transcripts (.4); call with B. Rosen and J. Sazant regarding closing argument prep (.5).	1.10
05 Mar 2024	ESG	Maintain docket calendar and register attorneys for upcoming hearings.	0.60
06 Mar 2024	PDD	Genesis Bankruptcy: Prepare for and participate in court hearing re: various matters including dispute resolution, DCG offering as trial exhibits, emails re: discovery disputes.	2.20
06 Mar 2024	MTH	Conference call re earn operation asset discussion. Multiple and extended calls and discussions on open issues	1.30
06 Mar 2024	BSR	Review materials regarding Omni Hearing (0.80); Attend Omni Hearing (2.00); Conference call with HL, et al., regarding Earn Asset (0.50); Conference call with SteerCo, et al., regarding same (0.50); Memorandum to W. Dalsen regarding hearing (0.10); Review W. Dalsen memorandum regarding same (0.10); Review P. Doyle memorandum regarding same (0.30); Review HL Proposal regarding Earn Asset proposal (0.20); Teleconference with ██████ regarding same (0.30); Teleconference with ██████ regarding same (0.20); Memorandum to ██████ regarding same (0.10); Review O'Neal memorandum regarding same (0.10); Memorandum to O'Neal regarding same (0.10); Review HL Analysis regarding recovery (0.20); Memorandum to R. Malik regarding same (0.10); Memorandum to SteerCo regarding same (0.10); Revise Gemini Agreement regarding Genesis/UCC Comments (2.70); Memorandum to A. Frelinghuysen regarding same (0.10); Review T. Multare memorandum regarding Tax Analysis (0.10); Memorandum to T. Multare regarding same (0.10); Review Frelinghuysen memorandum regarding Agreement review (0.10); Memorandum to Frelinghuysen regarding same (0.10); Teleconference with Frelinghuysen regarding comments (0.40); Memorandum to Frelinghuysen regarding comments (0.10); Memorandum to SteerCo regarding Agreement (0.10); Review Motion to Dismiss NYAG litigation (1.40);	11.20

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		Memorandum to R. Minott regarding DCG Note (0.10); Review O'Neal memorandum regarding same (0.10); Memorandum to O'Neal regarding same (0.10).	
06 Mar 2024	YSH	Review and markup of proposed tax language in settlement agreement.	2.30
06 Mar 2024	TTM	Call to discuss treatment of EARN Operations assets under Gemini Settlement Agreement (0.5 hrs); review revised draft of Gemini Settlement Agreement and discuss with Y. Habenicht (1.3 hrs).	1.80
06 Mar 2024	MRV	Attend omnibus hearing (2.2); review Houlihan update on Gemini earn asset issue (.1); draft summary of hearing for status update (.4); call with Cleary and White & Case regarding Gemini earn asset issue (.4); follow up call with steering committee (.5); review DCG motion to dismiss NYAG action (.7).	4.30
06 Mar 2024	ESG	Distribute celsius opinion and summary per B. Rosen	0.10
06 Mar 2024	ESG	Pull pleadings and distribute to team per J. Sazant.	0.30
06 Mar 2024	ESG	Pull motion to dismiss and related docs per B. Rosen.	0.40
06 Mar 2024	ESG	Book conference room for hearing per B. Rosen.	0.10
06 Mar 2024	ESG	Maintain docket calendar.	0.30
06 Mar 2024	AJ	Review upcoming Genesis deadlines per E. Gaspar (0.60); Maintain docket calendar and register attorneys for upcoming hearings (0.40).	1.00
07 Mar 2024	MTH	Genesis - Conference call re Gemini Settlement Agreement; follow up call re same; tax call re same.	2.40
07 Mar 2024	BSR	Conference call with SteerCo regarding Earn Assets (0.50); Conference call with HHR, et al., regarding Gemini Process (0.40); Conference call with Cleary, et al., regarding Agreement (0.40); Conference call with SteerCo regarding update (0.50); Conference call with Tax team regarding same (0.30); Conference call with HHR, et al., regarding comments/agreement (1.00); Conference call with Cleary and WC regarding DCG Note (0.40); memorandum to Tax Team regarding comments (0.10); Review Tax Revisions (0.20); Revise Gemini Agreement (1.20); Memorandum to Frelinghuysen regarding Earn Assets (0.20); Review A. Parra memorandum regarding Earn Assets (0.10); Memorandum to A. Parra regarding same (0.10); Review O'Neal memorandum regarding Agreement (0.10); Memorandum to O'Neal regarding same (0.10); Office conference with T. Karcher regarding Setoff Issues (0.40); Teleconference with V. Indelicato regarding same (0.10).	6.10
07 Mar 2024	YSH	Review of settlement agreement with Gemini - 0.9; Attended calls with Gemini, Genesis and DCG tax counsels to discuss tax language in settlement agreement.	2.90
07 Mar 2024	TTM	Call with Cleary, W&C, and Proskauer tax teams to discuss tax treatment language in Gemini Settlement Agreement (0.5 hrs); review revised tax treatment language and discuss with Y. Habenicht and M. Hamilton (1.0 hrs); general Gemini Settlement Agreement call (1.0 hrs); Hughes Hubbard, Cleary, W&C, and Proskauer tax teams call (0.5 hrs).	3.00
07 Mar 2024	MRV	Call with B. Rosen (.2); call with Hughes Hubbard, Cleary, and White and Case regarding Gemini settlement and follow-up call with Cleary and White and Case (.6); weekly call with steering committee (.4); emails with J. Sazant regarding closing argument presentation (.1); review transcripts and declarations for evidence to use in closing	6.40

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		(4.6); call with Hughes Hubbard, Cleary, and White and Case regarding Gemini settlement (.5).	
07 Mar 2024	ESG	Communicate with the court regarding upcoming hearings.	0.30
08 Mar 2024	BSR	Review A. Parra memorandum regarding Earn Status (0.10); Memorandum to A. Parra regarding same (0.10); Review Gemini revisions to Agreement (0.90); Teleconference with ██████ regarding status (0.40); Teleconference with Saferstein regarding proposal (0.30); Teleconference with ██████ regarding same (0.40); Memorandum to SteerCo Group regarding same (0.20); Memorandum to J. Sazant and M. Volin regarding closing (0.10); Review J. Sazant memorandum regarding same (0.10); Memorandum to J. Sazant regarding status update (0.10); Memorandum to T. Karcher regarding Setoff Issues (0.10); Review Setoff objections (0.40); Review L. Barefoot memorandum regarding same (0.10); Memorandum to Saferstein regarding Debt Structure (0.10); Review Saferstein Memorandum regarding same (0.10); Memorandum to Saferstein regarding same (0.10); Begin Gemini Revisions (0.90); Teleconference with O'Neal regarding update (0.20).	4.70
08 Mar 2024	JS	Draft status update; correspondence with B. Rosen and M. Volin re: confirmation closing arguments; review Gemini settlement agreement	1.40
08 Mar 2024	MRV	Review hearing transcripts and declarations to identify evidence for closing argument (3.2); call with J. Sazant regarding closing argument (.1); emails with AV and Doc Services regarding closing argument powerpoint (.2).	3.50
08 Mar 2024	AJ	Pull pleadings and distribute to team per J. Sazant.	0.60
09 Mar 2024	BSR	Memorandum to J. Sazant regarding status update (0.10); Review and revise status update (0.20); Review O'Neal memorandum regarding CAHG proposal (0.10); Memorandum to O'Neal regarding same (0.20); Memorandum to SteerCo regarding same (0.10); Review ██████ memorandum regarding same (0.20); Review ██████ memorandum regarding same (0.10); Review DCG Proposal (0.30); Memorandum to O'Neal regarding proposal (0.10); Memorandum to SteerCo regarding DCG (0.20); Review ██████ memorandum regarding same (0.20); Review ██████ memorandum regarding same (0.30); Revise Gemini Agreement (1.60).	3.70
09 Mar 2024	JS	Draft status update; correspondence with M. Volin re: closing argument	0.70
09 Mar 2024	MRV	Review hearing transcripts and declarations to identify evidence for closing argument (1.2); review status update (.1).	1.30
10 Mar 2024	BSR	Revise Gemini Agreement (2.30); Review Saferstein memorandum regarding proposal (0.10); Memorandum to Saferstein regarding same (0.10); Review O'Neal memorandum regarding Crypto proposal (0.10); Memorandum to O'Neal regarding same (0.10); Review O'Neal memorandum regarding DCG (0.10); Memorandum to O'Neal regarding same (0.10); Memorandum to Saferstein regarding Debt Docs (0.10); Review Geer memorandum regarding analysis (0.10); Memorandum to Geer regarding same (0.10).	3.20
10 Mar 2024	MRV	Draft closing argument deck.	2.10

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
11 Mar 2024	BSR	SteerCo call regarding open issues (0.60); Conference call with AHG regarding status (0.50); Conference call with Cleary, et al., regarding appeal/bond issues (0.50); Conference call with [REDACTED] regarding DCG (0.40); Memorandum to [REDACTED] et al. regarding same (0.40); Teleconference with P. Abelson regarding status/DCG (0.30); Memorandum to Abelson regarding DCG proposal (0.10); Teleconference with S. O'Neal regarding same (0.20); Review UCC December proposal (0.20); Memorandum to Abelson regarding same (0.10); Review Cleary comments regarding Gemini Agreement (0.80); Memorandum to SteerCo regarding DCG proposal (0.10); Review W&C comments regarding Gemini (0.30); Memorandum to A. Parra regarding same (0.10); Revise Gemini Agreement (2.00); Review Draft 9019 (0.40); Memorandum to J. Sazant regarding same (0.10); Memorandum to Frelinghuysen regarding revised draft (0.10); Teleconference with [REDACTED] regarding DCG proposal (0.30); Correspondence regarding same (0.20).	7.70
11 Mar 2024	YSH	Review of changes to settlement agreement.	0.40
11 Mar 2024	TTM	Attend weekly ad hoc group call (0.3 hrs); review revised draft of Gemini Settlement Agreement (0.5 hrs).	0.80
11 Mar 2024	JS	Edit closing argument presentation; correspondence with M. Volin re: same; creditor correspondence; Meeting with SteerCo; meeting with Ad Hoc Group	4.10
11 Mar 2024	MRV	Emails with J. Sazant regarding closing argument presentation (.1); review DCG proposal (.1); weekly call with steering committee (.6); weekly ad hoc group call (.3); draft closing argument presentation (1.9); emails with Doc Services regarding closing argument presentation (.1); review draft declaration in support of 9019 motion (.2); review J. Sazant comments to closing argument presentation (.1).	3.40
11 Mar 2024	AJ	Pull pleadings and distribute to team per J. Sazant (0.70); Maintain docket calendar and register attorneys for upcoming hearings (0.20).	0.90
12 Mar 2024	MTH	Genesis - Tax review of Gemini settlement agreement. Internal discussions all open issues	1.30
12 Mar 2024	BSR	Teleconference with [REDACTED] regarding DCG proposal (0.40); Teleconference with [REDACTED] regarding same (0.30); Teleconference with Frelinghuysen regarding Gemini Agreement (0.30); Conference call with [REDACTED] regarding DCG (0.50); Review Abelson memorandum regarding UCC/DCG (0.10); Memorandum to Abelson regarding same (0.10); Teleconference with J. Saferstein regarding proposal (0.10); Memorandum to [REDACTED] regarding DCG Note (0.10) Memorandum to J. Sazant regarding closing (0.10); Review Geer memorandum regarding Grayscale (0.10); Memorandum to Geer regarding same (0.10); Review Fee Statements (0.20); Memorandum to J. Sazant/Volin regarding closing/same (0.10); Teleconference with Saferstein regarding Debt/DCG (0.20); Memorandum to [REDACTED] et al., regarding same (0.30); Teleconference with O'Neal regarding same (0.30); Teleconference with Abelson regarding same (0.10); Review draft schedules regarding Gemini (0.30); Memorandum to SteerCo regarding same (0.10); Review Abelson memorandum regarding DCG call/proposal (0.20); Memorandum to Abelson regarding same (0.10); Memorandum to UCC/Debtors regarding Gemini issues (0.20); Memorandum to SteerCo regarding same (0.10); Review A. Parra memorandum regarding same (0.20); Memorandum to A. Parra, et al., regarding same (0.10); Review and revise closing	5.60

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		presentation (0.50); Review J. Sazant regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Review R. Malik memorandum regarding schedules (0.10); Memorandum to R. Malik et al., regarding same (0.10).	
12 Mar 2024	JS	Draft closing argument; edit closing argument presentation; correspondence with B. Rosen and M. Volin re: same	7.60
12 Mar 2024	MRV	Revise closing argument presentation (3.2); calculate updated professional fees (.6); review B. Rosen comments and revise closing argument presentation (1.9).	5.70
13 Mar 2024	BSR	Conference call with HL [REDACTED] et al., regarding DCG issues Gemini GBTC (0.80); Conference call with Cleary and W&C regarding Gemini Agreement issues (0.90); Memorandum to Frelinghuysen regarding Agreement (0.10); Review Frelinghuysen memorandum regarding same (0.10); Teleconference with Litan regarding GBTC shares (0.20); Memorandum to S. O'Neal regarding same (0.10); Review M. Renzi memorandum regarding same (0.10); Review M. Dayanni memorandum regarding same (0.10); Memorandum to Dayanni regarding same (0.10); Memorandum to B. Geer regarding DCG (0.10); Review HHR draft of Gemini (0.70); Review A. Parra memorandum regarding same (0.10); Memorandum to A. Parra regarding same (0.10); Memorandum to Steer Co, regarding same (0.10); Revise Gemini Agreement (1.90); Memorandum to M. Weinberg, et al., regarding same (0.20); Teleconference with P. Abelson regarding same (0.20); Teleconference with S. O'Neal regarding same (0.30); Memorandum to J. Sazant regarding 9019 motion (0.10); Review draft status update (0.10).	6.40
13 Mar 2024	YSH	Analysis of changes to settlement agreement.	0.50
13 Mar 2024	JS	Edit closing argument and presentation; correspondence with B. Rosen and M. Volin re: same; edit 9019 motion; draft status update	6.40
13 Mar 2024	MRV	Revise closing argument presentation (1.2); review draft status report (.1).	1.30
13 Mar 2024	AJ	Pull pleadings and distribute to team per J. Sazant.	0.50
14 Mar 2024	BSR	Conference call with SteerCo regarding update call (0.40); Conference call with D. Islam, [REDACTED] et al., regarding GBTC (0.50); Conference call with Cleary, HHR, et al., regarding changes to Gemini agreement, process (0.60); Conference call with [REDACTED] regarding same (0.50); Revise Gemini Agreement (1.40); Review Frelinghuysen memorandum regarding same (0.10); Memorandum to SteerCo regarding same (0.10); Review [REDACTED] memorandum regarding release issue (0.10); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Review article regarding SEC Litigation (0.10); Memorandum to SteerCo regarding same (0.10); Revise DCG concept (0.30); Memorandum to [REDACTED] regarding same (0.10); Memorandum to J. Sazant, et al. regarding same (0.10); Review and revise closing materials (0.90); Review [REDACTED] memorandum regarding Gemini Release (0.10); Memorandum to [REDACTED] regarding same (0.10); Revise slide presentation (0.50); Review Scrametta Gemini Analysis (0.30); Memorandum to [REDACTED] et al., regarding same (0.10); Review [REDACTED] memorandum regarding Gemini Release (0.10); Memorandum to [REDACTED] regarding same (0.10); Review [REDACTED] regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Review revised 9019 motion (0.30); Memorandum to J. Sazant regarding same	8.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		(0.10); Memorandum to [REDACTED], et al., regarding Gemini call (0.30); Review J. Sazant memorandum regarding setoff issues (0.10); Memorandum to J. Sazant regarding same (0.10); Memorandum to J. Sazant regarding Gemini/status update (0.10).	
14 Mar 2024	YSH	Review of changes to settlement agreement.	0.30
14 Mar 2024	TTM	Call to discuss remaining open points in Gemini Settlement Agreement.	0.70
14 Mar 2024	JS	Meeting with M. Volin re: presentation; meeting with B. Rosen, P. Doyle, M. Hamilton, and J. Neuberger re: creditor inquiries; edit closing argument and presentation; correspondence with debtors re: setoff motion; edit 9019 motion; correspondence with debtors and B. Rosen re: same; meeting with debtors, UCC, and Gemini re: Gemini settlement	3.80
14 Mar 2024	MRV	Weekly call with steering committee (.6); calculate professional fee percentages for closing argument (.2); review closing argument outline and emails with B. Rosen and J.Sazant regarding same (.2); review B. Rosen comments to closing argument presentation and emails with B. Rosen regarding same (.2).	1.00
15 Mar 2024	BSR	Conference call with Sazant and Volin regarding closing presentation (0.40); Conference call with Proskauer regarding WDOC/LOC request (0.30); Memorandum to Sazant regarding same (0.10); Memorandum to J. Sazant regarding closing hearing (0.10); Review Sazant memorandum regarding same (0.10); Review monthly statements regarding Fees (0.40); Memorandum to Volin regarding same/closing (0.10); Review A. Parra memorandum regarding GAP Director (0.10); Memorandum to A. Parra regarding same (0.10); Review Weinberg comments to Gemini Agreement (0.30); Memorandum to Weinberg regarding same (0.10); Review Parra memorandum regarding same (0.10); Memorandum to Parra regarding same (0.10); Review Weinberg memorandum regarding Gemini role (0.10); Memorandum to Cleary regarding discussions (0.10); Review Weinberg memorandum regarding UST objection (0.10); Memorandum to Weinberg regarding same (0.10); Review Sazant memorandum regarding same (0.10); Memorandum to Weinberg regarding same (0.10); Review O'Neal memorandum regarding same (0.10); Memorandum to O'Neal regarding same (0.10); Review Parra memorandum regarding Tax issues (0.10); Memorandum to Parra regarding same (0.10); Review Y. Habenicht memorandum regarding same (0.10); Review O'Neal memorandum regarding Gemini status (0.10); Memorandum to O'Neal regarding same (0.10); Review cases, briefs and other materials regarding closing (4.80); Teleconference with [REDACTED] regarding Gemini update (0.20).	8.60
15 Mar 2024	YSH	Review of changes to settlement agreement and attended call with counsel for debtors, UCC and Gemini.	0.50
15 Mar 2024	TTM	Review proposed revisions to tax treatment language in Gemini Settlement Agreement and provide summary for Y. Habenicht and M. Hamilton's review.	1.00
15 Mar 2024	JS	Edit closing argument and presentation; correspondence with B. Rosen and M. Volin re: same; call re: Gemini settlement; meeting with SteerCo	4.90
15 Mar 2024	MRV	Call with B. Rosen and J. Sazant regarding closing presentation (.2); revise closing presentation (1.8); calls with B. Rosen regarding	2.70

Client Name Committee of Facility B Lenders (87307)
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		closing presentation (.1); emails with court regarding closing presentation (.1); call regarding Gemini settlement (.5).	
16 Mar 2024	BSR	Teleconference with O'Neal regarding Gemini update (0.30); Review [REDACTED] memorandum regarding DCG proposal (0.20); Memorandum to [REDACTED] regarding Gemini update (0.20); Review [REDACTED] memorandum regarding same (0.20); Review materials regarding closing (2.10).	3.00
16 Mar 2024	JS	Emails with B. Rosen, debtors, and UCC re: closing arguments and Gemini settlement	0.40
16 Mar 2024	MRV	Emails with B. Rosen regarding professional fees for closing presentation.	0.10
17 Mar 2024	BSR	Conference call with Parties regarding closing arguments (0.50); Memorandum to [REDACTED] regarding DCG proposal (0.30); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Review materials regarding closing (2.10); Prepare and revise DCG proposal (0.70); Teleconference with [REDACTED] regarding Gemini Settlement (0.30); Review A. Frelinghuysen memorandum regarding same (0.20); Memorandum to Frelinghuysen regarding same (0.10); Conference call with HHR, Cleary, et al., regarding same (0.50); Review cases and revise presentation (2.30); Review revised Gemini agreement (0.20); Memorandum to M. Weinberg regarding same (0.10).	7.50
17 Mar 2024	YSH	Review of changes to settlement agreement.	0.40
17 Mar 2024	JS	Travel to NYC for confirmation hearing closing arguments; correspondence with B. Rosen re: closing argument; correspondence with B. Rosen re: Crypto AHG membership	5.80
17 Mar 2024	MRV	Call regarding Gemini settlement (.4); review DCG proposal (.2).	0.60
18 Mar 2024	PDD	Genesis Bankruptcy: Review closing arguments for AHG issues.	1.20
18 Mar 2024	BSR	Review materials and attend confirmation hearing closing arguments (9.60); Review and revise Gemini Settlement Agreement (1.10); Conference call with parties regarding same (0.50); Memorandum to [REDACTED] regarding Prop Claim/Earn (0.10); Review Frelinghuysen memorandum regarding same (0.10); Memorandum to Frelinghuysen regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Memorandum to Frelinghuysen regarding same (0.10); Review Weinberg memorandum regarding SOF (0.10); Memorandum to Weinberg regarding same (0.10); Review [REDACTED] memorandum regarding update (0.10); Memorandum to [REDACTED] regarding same (0.10); Revise DCG proposal (0.40); Review [REDACTED] comments regarding same (0.20); Office conference with Abelson regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Memorandum to Saferstein regarding same (0.10); Review and revise Status Update (0.30); Memorandum to O'Neal regarding DCG proposal (0.10); Memorandum to SteerCo regarding same (0.10); Review draft 9019 motion (0.30); memorandum to J. Margolin regarding same (0.10); Review O'Neal memorandum regarding 2004 motion (0.10); Memorandum to M. Volin and J. Sazant regarding Joinder (0.10); Teleconference with Abelson regarding same (0.10); Review A. Parra memorandum regarding GAP Director (0.10); Memorandum to A. Parra regarding same (0.10); Review A. Parra memorandum regarding same (0.10); Review Sazant memorandum regarding	14.80

Client Name Committee of Facility B Lenders (87307)
 Matter Name Debt Restructuring (0001)

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 Invoice Number 21247954

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		Joinder (0.10); Memorandum to Sazant regarding same (0.10); Memorandum to Parties regarding release of signature (0.10).	
18 Mar 2024	JS	Attend confirmation hearing closing arguments; draft status update for Ad Hoc Group; travel from NYC to Chicago re: return from confirmation hearing; creditor correspondence; draft joinder to 2004 motion; correspondence with B. Rosen, debtors, and UCC re: same; finalize Gemini settlement agreement and 9019 motion	16.80
18 Mar 2024	MRV	Attend closing argument (7.1); review Gemini 9019 motion (.3).	7.40
18 Mar 2024	AJ	Enter veritext invoice in chrome river (0.50); Maintain docket calendar and register attorneys for upcoming hearings (0.40); Pull pleadings and distribute to team per J. Sazant (0.60).	1.50
19 Mar 2024	PDD	Genesis Bankruptcy: Review court hearings re: AHG issues.	0.80
19 Mar 2024	BSR	Review and revise Joinder (0.40); Memorandum to J. Sazant regarding same (0.10); Review and Finalize Joinder (0.30); Review materials and attend Omnibus Hearing (2.10); Review UCC Draft Joinder (0.10); Memorandum to Sequeia Kaul regarding same (0.10); Review ██████████ memorandum regarding update (0.10); Memorandum to ██████████ regarding same (0.10); Review ██████████ memorandum regarding update (0.10); Memorandum to ██████████ regarding same (0.10); Review Frelinghuysen memorandum regarding Earn Notice (0.10); Memorandum to Frelinghuysen regarding same (0.10); Review filed Gemini Motion (0.40); Review ██████████ memorandum regarding setoff/update (0.20); Memorandum to ██████████ regarding same (0.10); Memorandum to SteerCo regarding 2004/Joinder (0.10); Review Abelson memorandum regarding DCG Proposal (0.10); Memorandum to Abelson regarding same (0.10); Review ██████████ memorandum regarding NYAG Settlement (0.10); Memorandum to ██████████ regarding same (0.10); Teleconference with O'Neal regarding DCG (0.30); Teleconference with ██████████ regarding same (0.30); Teleconference with ██████████ regarding Gemini Motion, Timing (0.40).	5.90
19 Mar 2024	JS	Attend omnibus hearing re: 2004 motion; finalize and file joinder to 2004 motion; correspondence with Debtors and UCC re: 2004 order	2.90
19 Mar 2024	MRV	Emails with B. Rosen and J. Sazant regarding 2004 motion (.1); review status update (.1); attend omnibus hearing (1.4); review joinder to 2004 motion (.1).	1.70
19 Mar 2024	AJ	Pull pleadings and distribute to team per J. Sazant.	0.70
20 Mar 2024	BSR	Review and revise 2004 order (0.40); Review revised 2004 order (0.10); Memorandum to C. Riberio regarding same (0.10); Review C. Riberio memorandum regarding DCG Information (0.10); Memorandum to C. Riberio regarding same (0.10); Teleconference with Saferstein regarding DCG proposal (0.30); Teleconference with Abelson regarding same (0.20); Teleconference with O'Neal regarding same (0.30); Review Transcripts regarding findings prep (3.10); Teleconference with J. Sazant regarding status (0.20); Teleconference with Sazant regarding DCG (0.10); Review GBTC update (0.20); Teleconference with ██████████ regarding same (0.30).	5.50
20 Mar 2024	JS	Creditor communications; call with Pryor Cashman re: fee reimbursement issues; correspondence with B. Rosen, debtors, and UCC re: 2004 order	1.60
20 Mar 2024	AJ	Pull pleadings and distribute to team per J. Sazant.	0.50

Client Name Committee of Facility B Lenders (87307)
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
21 Mar 2024	BSR	Conference call with SteerCo regarding update (0.50); Teleconference with C. Riberio regarding Filing of 2004 Order (0.20); Review 3/19 transcript (0.80); Memorandum to C. Riberio regarding same (0.10); Review Riberio regarding same (0.10) Review Riberio memorandum regarding documents.Kye (0.10); Memorandum to C. Riberio regarding same (0.10); Review O'Neal memorandum regarding same (0.10); Review GBTC update (0.10); Teleconference with ██████ regarding update (0.30); Finish review of transcripts/evidentiary and closing (3.30)	5.70
21 Mar 2024	JS	Meeting with SteerCo; draft status update; creditor correspondence	0.80
21 Mar 2024	MRV	Weekly call with steering committee.	0.40
22 Mar 2024	BSR	Memorandum to Professionals regarding Consummation Efforts (0.20); Review and revise status update (0.40); Memorandum to J. Sazant regarding same (0.10); Review GBTC update and distribute (0.10); Review DCG findings of fact (1.40); Review Crypto AHG Findings (0.90); Teleconference with Litan regarding same (0.20).	3.30
22 Mar 2024	JS	Correspondence with B. Rosen and debtors re: claim reconciliation; creditor correspondence; draft status update	4.30
22 Mar 2024	MRV	Emails regarding plan consummation (.1); review status update (.1).	0.20
23 Mar 2024	BSR	Review Abelson memorandum regarding FF meeting (0.10); Review O'Neal memorandum regarding same (0.10); Review Again DCG Draft FF (1.10).	1.30
24 Mar 2024	JS	Review opposing parties' FFCL	1.80
25 Mar 2024	BSR	Conference call with Steering Committee (0.60); Update findings, etc (0.80); Conference call with Ad Hoc Group regarding same (0.60); Memorandum to S. O'Neal, et al regarding closing call (0.10); Memorandum to O'Neal regarding findings call (0.10); Review O'Neal memorandum regarding same (0.10); Memorandum to O'Neal regarding closing (0.20); Memorandum to M. Volin regarding CRAHG Draft Findings (0.10); Review M. Volin memorandum regarding same (0.10); Review T. Swanson memorandum regarding findings (0.10); Review DVR Decision regarding same (0.50); Review CRAHG and DCG Draft Findings (2.30); Review pleadings (0.40).	6.00
25 Mar 2024	YSH	Attended weekly call with Adhoc group.	0.60
25 Mar 2024	TTM	Attended weekly Ad Hoc Group call.	0.60
25 Mar 2024	JS	Meeting with SteerCo; meeting with AHG members; creditor correspondence; correspondence with B. Rosen, debtors, and UCC re: FFCL; correspondence with B. Rosen, debtors, and UCC re: Plan closing; correspondence with debtors and clients re: NDAs; review Gemini subpoena; correspondence with debtors and UCC re: 2004 motion	3.10
25 Mar 2024	MRV	Weekly call with steering committee (.4); review Crypto Group findings of fact and prepare to present same to ad hoc group (.3); weekly ad hoc group call (.6); review DCG findings of fact (.6); review plan supporters' draft findings of fact (.8).	2.70
25 Mar 2024	AJ	Maintain docket calendar and register attorneys for upcoming hearings (0.20); Pull pleadings and distribute to team per J. Sazant (0.30).	0.50
26 Mar 2024	BSR	Review draft Joint findings and conclusions (2.60); Meeting with Cleary, et al. regarding same (0.90); Conference call with Cleary, et	8.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		al., regarding closing Prep (0.50); Conference call with A&M White & Case, HL, et al., regarding ALT-Coin Deliverable Issue (0.50); Memorandum to J. Sazant regarding Findings comments (0.10); Review J. Sazant comments regarding same (0.50); Review draft closing list from BRG (0.30); Revise findings and memorandum to J. Sazant regarding same (1.60); Review J. Sazant memorandum regarding NDAs (0.10); Memorandum to J. Sazant regarding same (0.10); Review NDAs (0.30); Review J. Drew memorandum regarding Discovery Demand (0.20); Memorandum to W. Dalsen, et al. regarding same (0.10); Review Dalsen memorandum regarding same (0.10); Memorandum to Dalsen regarding same (0.10).	
26 Mar 2024	TTM	Attended Closing Preparations Call.	0.50
26 Mar 2024	JS	Edit FFCL; meeting with B. Rosen, debtors, and UCC re: FFCL; meeting with B. Rosen, debtors, UCC re: closing; meeting with B. Rosen, debtors, UCC, and Gemini re: Gemini settlement; creditor correspondence	6.20
26 Mar 2024	MRV	Review plan supporters' draft findings of fact (1.3); call with Cleary and White & Case regarding closing prep (.6).	1.90
27 Mar 2024	PDD	Genesis Bankruptcy: Communications with B. Rosen and team re: status and strategy.	0.50
27 Mar 2024	BSR	Conference call with Proskauer team regarding SOF discovery demands (0.50); Teleconference with [REDACTED] regarding [REDACTED] (0.20); Memorandum to S. O'Neal regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Review O'Neal memorandum regarding same (0.10); Memorandum to O'Neal regarding same (0.10); Teleconference with O'Neal regarding same (0.40); Review J. Sazant integrated comments (0.70); Memorandum to J. Sazant regarding same (0.10); Memorandum to J. Drew regarding SOF Discovery (0.30); Review Dalsen memorandum regarding same (0.10); Review P. Doyle memorandum regarding same (0.10); Review Weinberg memorandum regarding SOF (0.20); Memorandum to M. Weinberg regarding same (0.10); Review D. Fike memorandum regarding claim calculation (0.20); Memorandum to J. Sazant regarding same (0.10); Review J. Sazant memorandum regarding same (0.10); Review [REDACTED] memorandum regarding claim documentation (0.10); Memorandum to J. Sazant regarding same (0.10); Review Sazant memorandum regarding [REDACTED] regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Memorandum to Sazant regarding findings (0.10); Review A. Parra memorandum regarding same (0.10); Review Sazant memorandum to Cleary regarding same (0.10); Memorandum to S. Casconte regarding SUSL, USDC calculations (0.10); Review A. Parra memorandum regarding recovery analysis (0.10); Memorandum to A. Parra regarding same (0.10); Review NY article regarding Silbert (0.30); Memorandum to SteerCo regarding same (0.10); Teleconference with O'Neal regarding same (0.20); Teleconference with G. Andreou regarding status/Restitution (0.40); Memorandum to Andreou regarding same (0.10); Memorandum to Saferstein regarding Article (0.10); Review UCC draft findings comments (1.10); Revise RFP response (0.60); Teleconference with [REDACTED] regarding update (0.30).	7.70
27 Mar 2024	WDD	Call with team regarding informal SOF discovery request.	0.30
27 Mar 2024	GGG	Review email request for interrogatories from Ad Hoc Group; telephone conference with B. Rosen, P. Doyle, W. Dalsen, and J. Sazant to discuss the same.	0.50

Client Name Committee of Facility B Lenders (87307)
 Matter Name Debt Restructuring (0001)

Invoice Date 26 Apr 2024
 Invoice Number 21247954

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
27 Mar 2024	JS	Edit FFCL; meeting with B. Rosen, debtors, and UCC re: same; call with B. Rosen, P. Doyle, W. Dalsen, and G. Sanchez-Tavares re: discovery requests; creditor correspondence	4.40
27 Mar 2024	MRV	Review revised findings of fact.	0.40
27 Mar 2024	AJ	Pull pleadings and distribute to team per J. Sazant.	0.50
28 Mar 2024	BSR	Review Winberg memorandum regarding SOF (0.20); Memorandum to Weinberg regarding same (0.10); Conference call with HL; et al. regarding Recovery Analysis (0.50); Review HL Deck regarding same (0.40); Conference call with SteerCo regarding same (0.70); Memorandum to J. Sazant regarding Analysis (0.10); Review Sazant memorandum regarding same (0.10); Review J. Drew memorandum regarding SOF answers (0.20); Memorandum to P. Doyle, et al. regarding same (0.10); REview C. Riberio memorandum regarding 2004 Order (0.10); Memorandum to C. Riberio regarding same (0.10); Review A. Parra memorandum regarding ALT Coin (0.10); Memorandum to A. Parra regarding same (0.10).	2.80
28 Mar 2024	GGs	Call to discuss meet and confer.	0.40
28 Mar 2024	JS	Meeting with B. Rosen, debtors, and UCC re: distribution principles; meeting with SteerCo; draft status update for AHG; meeting with B. Rosen, debtors, and UCC re: FFCL; edit FFCL; review comments; meeting re: discovery	5.30
28 Mar 2024	MRV	Weekly call with steering committee.	0.60
29 Mar 2024	BSR	Conference call with Cleary, et al., regarding SOF Discovery (Partial) (0.30); Teleconference with M. Remzi, et al. regarding Recovery Analysis (0.40); Review draft findings of fact, etc. (0.80); Review J. Sazant comments regarding same (0.50); Revise same (0.60); Teleconference with J. Sazant regarding same (0.30); Review UCC comments (0.70); Review filed version regarding same (1.10); Review P. Parra memorandum regarding Alt-Coins (0.10); Memorandum to A. Parra regarding same (0.10); Review Coin Report (0.30); Review Sciametta memorandum regarding Alt-Coins (0.10); Memorandum to Sciametta regarding same (0.10); Teleconference with Saferstein regarding DCG Proposal (0.20).	5.60
29 Mar 2024	WDD	Call with Debtors regarding SOF informal discovery request.	0.30
29 Mar 2024	GGs	Call to discuss reaction to second meet and confer as well as informal discovery requests.	0.40
29 Mar 2024	JS	Correspondence re: Gemini settlement; edit findings of fact and conclusions of law; correspondence with debtors and UCC re: same; creditor correspondence; draft status update	4.10
29 Mar 2024	AJ	Pull pleadings and distribute to team per J. Sazant.	0.50
30 Mar 2024	BSR	Review and revise status report (0.40); Review DCG Proposal (0.40); Review Saferstein memorandum regarding same (0.10); Memorandum to J. Sazant regarding status Update (0.10).	1.00
30 Mar 2024	MRV	Review status update.	0.10
31 Mar 2024	BSR	Review latest DCG proposal (0.20); Review DCG Note (0.20); Teleconference with [REDACTED] regarding proposal (0.20); Review GBTC correspondence and coin report (0.60).	1.20

Client Name Committee of Facility B Lenders (87307)
 Matter Name Debt Restructuring (0001)

Invoice Date 26 Apr 2024
 Invoice Number 21247954

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees Amount</u>
<u>Partner</u>			
Doyle, Peter D.	6.10	2,050.00	12,505.00
Hamilton, Martin T.	8.00	1,915.00	15,320.00
Rosen, Brian S.	179.30	2,135.00	382,805.50
Total Partner	193.40		\$ 410,630.50
<u>Senior Counsel</u>			
Dalsen, William D.	1.00	1,560.00	1,560.00
Total Senior Counsel	1.00		\$ 1,560.00
<u>Associate</u>			
Habenicht, Yomarie S.	10.90	1,395.00	15,205.50
Multari, Thomas T.	13.50	1,175.00	15,862.50
Sanchez Tavarez, Genesis G.	1.30	1,235.00	1,605.50
Sazant, Jordan	103.90	1,395.00	144,940.50
Volin, Megan R.	49.90	1,330.00	66,367.00
Total Associate	179.50		\$ 243,981.00
<u>Paralegal</u>			
Gaspar, Ella S.	15.00	375.00	5,625.00
Jonasz, Alexandra	7.20	320.00	2,304.00
Total Paralegal	22.20		\$ 7,929.00
Professional Fees	396.10		\$ 664,100.50

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Matter Name Debt Restructuring (0001)

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Invoice Number 21247954

Disbursement Summary

<u>Disbursements and Other Charges</u>	<u>Amount</u>
Computerized Research	1,380.00
Copying & Printing	108.80
Delivery Services	39.50
PACERPRO	16.00
Proofreading	247.80
Transcripts	10,619.45
Word Processing	684.75
Total Disbursements	\$ 13,096.30

Total Billed

\$ 677,196.80



Proskauer Rose LLP Eleven Times Square, New York, NY 10036-8299

Remittance Advice

Federal ID: 13-1840454

Genesis Global Capital, LLC
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006

Invoice: 21247954
Invoice Date: 26 Apr 2024
Client Matter ID: 87301.0001

Attn: Sean O'Neal

Remit To:
Proskauer Rose LLP
Eleven Times Square
New York, NY 10036-8299
ATTN: Accounts Receivable

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001

Total Due This Invoice

\$ 677,196.80

Outstanding Invoices

<u>Date</u>	<u>Invoice</u>	<u>Total</u>	<u>Credits Applied</u>	<u>Remaining Balance</u>
28 Feb 2023	21163173	892,660.90	0.00	892,660.90
29 Mar 2023	21172181	599,210.76	0.00	599,210.76
26 Apr 2023	21178142	500,505.13	0.00	500,505.13
22 May 2023	21183447	272,087.08	0.00	272,087.08
25 Jul 2023	21194983	989,906.68	0.00	989,906.68
29 Aug 2023	21203533	240,841.41	0.00	240,841.41
19 Sep 2023	21204677	265,491.50	0.00	265,491.50
16 Oct 2023	21215363	964,314.12	0.00	964,314.12
20 Dec 2023	21225600	1,756,001.62	0.00	1,756,001.62
25 Jan 2024	21231235	889,128.28	0.00	889,128.28
29 Feb 2024	21237428	1,458,656.52	0.00	1,458,656.52
28 Mar 2024	21242729	1,114,409.67	0.00	1,114,409.67

Total Outstanding

\$ 10,620,410.47

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001



Proskauer Rose LLP Eleven Times Square, New York, NY 10036-8299

Federal ID: 13-1840454

Genesis Global Capital, LLC
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006

Invoice: 21253475
Invoice Date: 28 May 2024
Client Matter ID: 87301.0001

Attn: Sean O'Neal

RE: Debt Restructuring

For legal services rendered for the period ending April 30, 2024 as set forth in this invoice.

Fees Billed	\$ 324,181.00
Disbursements Billed	\$ 117.90
Total Due This Invoice	\$ 324,298.90

Outstanding Invoices

<u>Date</u>	<u>Invoice</u>	<u>Total</u>	<u>Credits Applied</u>	<u>Remaining Balance</u>
28 Feb 2023	21163173	892,660.90	0.00	892,660.90
29 Mar 2023	21172181	599,210.76	0.00	599,210.76
26 Apr 2023	21178142	500,505.13	0.00	500,505.13
22 May 2023	21183447	272,087.08	0.00	272,087.08
25 Jul 2023	21194983	989,906.68	0.00	989,906.68
29 Aug 2023	21203533	240,841.41	0.00	240,841.41
19 Sep 2023	21204677	265,491.50	0.00	265,491.50
16 Oct 2023	21215363	964,314.12	0.00	964,314.12
20 Dec 2023	21225600	1,756,001.62	0.00	1,756,001.62
25 Jan 2024	21231235	889,128.28	0.00	889,128.28
29 Feb 2024	21237428	1,458,656.52	0.00	1,458,656.52
28 Mar 2024	21242729	1,114,409.67	0.00	1,114,409.67
26 Apr 2024	21247954	677,196.80	0.00	677,196.80
Total Outstanding				\$ 10,944,709.37

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001

We do not change our bank account details. Do not reply to or act upon any email you receive purporting to advise you that our bank account details have changed. Please telephone your contact at our office before transferring any funds.

Client Name Committee of Facility B Lenders (87307)
 Matter Name Debt Restructuring (0001)

Invoice Date 28 May 2024
 Invoice Number 21253475

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Description of Services Rendered

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
01 Apr 2024	BSR	Review GBTC update (0.10); Memorandum to SteerCo regarding same (0.10).	0.20
01 Apr 2024	BSR	Conference call with SteerCo regarding open matters (0.60); Memorandum to SteerCo regarding status of matters (0.40); Conference call with AHG regarding status (0.50); Review Saferstein memorandum regarding [REDACTED] (0.10); Memorandum to Saferstein regarding same (0.10); Review Barefoot memorandum regarding SOF Discovery (0.10); Review Parra memorandum regarding same (0.10); Memorandum to Barefoot regarding same (0.10); Review C. Riberio memorandum regarding 2004 changes (0.10); Memorandum to Riberio regarding same (0.10); Review J. Sazant memorandum to Claim transfer (0.20); Memorandum to Sazant regarding same (0.10).	2.50
01 Apr 2024	YSH	Attended weekly Adhoc group meeting.	0.40
01 Apr 2024	TTM	Attend weekly ad hoc group meeting.	0.30
01 Apr 2024	JS	SteerCo meeting; meeting with Ad Hoc Group; call with B. Rosen re: case status update; correspondence with creditors; review [REDACTED]	1.20
01 Apr 2024	MRV	Weekly ad hoc group call.	0.30
02 Apr 2024	BSR	Review BRG closing checklist (0.50); Review D. Fike memorandum regarding AHG Claims (0.10); Memorandum to J. Sazant regarding same (0.10); Memorandum to O'Neal regarding closing checklist (0.10); Review O'Neal memorandum regarding same (0.10); Review Cleary checklist (0.30); Memorandum to Saferstein regarding DCG proposal (0.10); Review [REDACTED] lu memorandum regarding claims (0.20); Memorandum to [REDACTED] regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Review M. Finnegan memorandum regarding Omni Objections (0.80); Memorandum to M. Finnegan regarding same (0.10); Teleconference with J. Sazant regarding GBTC/etc. (0.20); Teleconference with [REDACTED] regarding update (0.30).	3.10
02 Apr 2024	YSH	Follow-ups in preparation for effective date.	0.30
02 Apr 2024	TTM	Attend Genesis closing prep call.	0.60
02 Apr 2024	JS	Call with debtors and UCC re: closing	0.60
02 Apr 2024	MRV	Weekly closing checklist call (.5); review draft claim objections (.3).	0.80
02 Apr 2024	AJ	Create claims transfer notices and send for signature per J. Sazant.	0.50
03 Apr 2024	BSR	Review GBTC update (0.10); Memorandum to SteerCo regarding same (0.10); Review M. Finnegan memorandum regarding Omnibus objective (0.20); Memorandum to Sazant, et al., regarding same (0.10); Review Sazant memorandum regarding same (0.10); Teleconference with M. Renzi regarding closing issues (0.40); Review By-Laws and PA Agreement (0.90); Review Cleary checklist (0.30); Review O'Neal memorandum regarding DCG Proposal (0.10); Review Abelson memorandum regarding same (0.10);	2.40
03 Apr 2024	JS	Draft status update; creditor correspondence	0.70
03 Apr 2024	AJ	Pull pleadings and distribute to team per J. Sazant.	0.30

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
04 Apr 2024	BSR	Conference call with SteerCo regarding update (0.50); Teleconference with S. O'Neal regarding [REDACTED] (0.40); Review [REDACTED] memorandum regarding status update (0.10); Memorandum to J. Sazant regarding same (0.10); Review J. Sazant memorandum to [REDACTED] (0.10); Memorandum to J. Sazant regarding status update (0.10); Revise draft status report (0.30); Memorandum to J. Sazant regarding same (0.10); Teleconference with [REDACTED] regarding update (0.30); Teleconference with Abelson regarding same (0.10); Teleconference with [REDACTED] regarding DCG/WDOC (0.50).	2.50
04 Apr 2024	JS	Draft status report; meeting with SteerCo; correspondence with B. Rosen, M. Renzi, and clients re: distribution principles; creditor communications	1.20
04 Apr 2024	MRV	Weekly call with steering committee.	0.30
05 Apr 2024	BSR	Review WDOC memorandum regarding next steps (0.10); Memorandum to [REDACTED] regarding same (0.10); Review M. Weinberg memorandum regarding GAP Director (0.10); Memorandum to Weinberg regarding same (0.10); Review Weinberg memorandum regarding same (0.10); Review Notice of GBTC Disposition (0.20); Memorandum to J. Sazant regarding same (0.10); Review Sazant memorandum regarding same (0.10); Memorandum to Sazant regarding status update (0.10); Review correspondence regarding GBTC/recoveries (1.80).	2.80
05 Apr 2024	JS	Draft case status update; creditor correspondence	0.30
06 Apr 2024	BSR	Review draft status update (0.10); Review same (0.20); Memorandum to J. Sazant regarding same (0.10); Review Omnibus Objections (0.40); Review [REDACTED] memorandum regarding WDOC issues (0.10); Review claim transfer/AHG documents (0.40).	1.30
06 Apr 2024	JS	Edit status update; creditor correspondence	0.30
06 Apr 2024	MRV	Review status update.	0.10
08 Apr 2024	BSR	Conference call with SteerCo regarding update (0.30); Review Weinberg memorandum regarding Gemini Approval Order (0.10); Review draft order (0.30); Teleconference with M. Weinberg regarding same (0.20); Review [REDACTED] memorandum regarding WDOC (0.10); Review NYAG litigation pleadings (2.10); Review Governments Stipulations (0.90).	4.00
08 Apr 2024	JS	Call with SteerCo re: case status update	0.30
08 Apr 2024	AJ	Pull pleadings and distribute to team per J. Sazant. 8	0.30
09 Apr 2024	BSR	Review [REDACTED] memorandum regarding HL Materials (0.10); Review HL Deck regarding alternative distributions (0.30); Memorandum to [REDACTED] regarding same (0.10); Memorandum to O'Neal regarding closing checklist (0.10); Review O'Neal memorandum regarding same (0.10); Review D. Fike memorandum regarding AHG claim (0.10); Review J. Sazant memorandum regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Teleconference with Weinberg regarding approval order (0.10); Conference call with W&C, Cleary, et al., regarding closing (0.60); Memorandum to SteerCo regarding same/KYC (0.20).	1.90
09 Apr 2024	TTM	Attend closing preparation call.	0.50
09 Apr 2024	JS	Claim reconciliation; meeting with debtors re: same; meeting with debtors and UCC re: distribution procedures and closing prep	2.40

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
09 Apr 2024	JRD	Send documents for signature with DocuSign per A. Jonasz.	0.30
09 Apr 2024	AJ	Create claims transfer notices and send for signature per J. Sazant (0.70); Pull pleadings and distribute to team per J. Sazant (0.30).	1.00
09 Apr 2024	AJ	Prepare transfer notices for filing per J. Sazant.	0.30
10 Apr 2024	BSR	Memorandum to J. Sazant and M. Volin regarding assignments (0.20); Teleconference with Sazant regarding WDOC documents (0.20); Memorandum to J. Sazant regarding same (0.10); Review Gemini related order and correspondence (0.90); Teleconference with M. Renzi regarding KYC (0.20); Teleconference with ██████████ regarding same (0.40); Teleconference with ██████████ regarding same (0.30); Teleconference with P. Abelson regarding DCG Proposal (0.30); Teleconference with S. O'Neal regarding same (0.20); Review draft status update (0.10); Review application regarding Gemini Agreement and draft objection (0.80); Review O.C. Bylaws and PA Agreement (1.30).	5.00
10 Apr 2024	JS	Draft response to creditor inquiries; draft status update; claims reconciliation; correspondence with B. Rosen and debtors re: same; review objections to Gemini settlement; correspondence with Debtors, UCC, and Gemini re: same	9.80
10 Apr 2024	AJ	Pull pleadings and distribute to team per J. Sazant (0.40); Maintain docket calendar and register attorneys for upcoming hearings (0.20).	0.60
11 Apr 2024	BSR	Review J. Sazant memorandum regarding SteerCo call update (0.10); Memorandum to J. Sazant regarding same (0.10); Review Scrameita memorandum regarding D&O Insurance and Policy (0.40); Memorandum to Scrameita regarding KYC meeting (0.10); Memorandum to J. Sazant regarding same (0.10); Memorandum to Sazant regarding SteerCo call (0.10); Review Sazant memorandum regarding same (0.10); Review O'Neal memorandum regarding KYC call (0.10); Memorandum to O'Neal regarding same (0.10); Review Scrameita memorandum regarding same (0.10); Memorandum to Scrametia, et al., regarding same (0.10); Review O'Neal memorandum regarding KYC call (0.10); Memorandum to Scrametia, regarding same (0.10); Review L. Barefoot memorandum regarding proposed order/BAO (0.30); Memorandum to L. Barefoot, et al., regarding same (0.10); Review A. Parra memorandum regarding same (0.10); Review and revise WDOC materials (0.50); Memorandum to Sazant regarding same (0.10).	2.70
11 Apr 2024	TTM	Coordinate with Y. Habenicht regarding upcoming vacation coverage.	0.10
11 Apr 2024	JS	SteerCo call; follow up with B. Rosen re: same; correspondence with debtors re: KYC process; edit responses to creditor inquiries; correspondence with PR team re: same	7.20
11 Apr 2024	MRV	Weekly call with steering committee (.4); review status update (.1).	0.50
11 Apr 2024	AJ	Prepare and file documents per J. Sazant.	1.50
12 Apr 2024	BSR	Teleconference with J. Sazant regarding WDOC materials (0.30); Review and revise same (0.50); Review Sazant memorandum regarding same (0.10); Memorandum to Sazant regarding same (0.10); Review Sazant memorandum regarding same (0.10); Memorandum to Sazant regarding same (0.10); Review Plan provisions regarding distribution protocol (0.20); Memorandum to Sazant regarding same (0.10); Review Sciameita memorandum regarding KYC meeting (0.10); Memorandum to Sciameita regarding	3.50

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		same (0.10); Memorandum to Sazant regarding WDOC update (0.10); Review J. Sazant memorandum regarding Plan/Distribution Protocol (0.20); Memorandum to Sazant regarding same (0.10); Review Sazant memorandum regarding same (0.20); Memorandum to Sazant regarding same (0.10); Review Court Agenda regarding Omni Hearing (0.20); Memorandum to Sazant regarding same (0.10); Revise WDOC materials and memorandum to Sazant regarding changes (0.60); Review ██████████ memorandum regarding WDOC (0.10); Memorandum to ██████████ regarding same (0.10).	
12 Apr 2024	JS	Edit responses to creditor inquiries; correspondence with B. Rosen and Proskauer team re: same; draft status update; claims reconciliation; correspondence with debtors re: same	5.20
12 Apr 2024	AJ	Maintain docket calendar and register attorneys for upcoming hearings (0.20); Pull pleadings and distribute to team per J. Sazant (0.30); Register team for hearing per J. Sazant (0.50); Prepare and file documents per J. Sazant (0.50).	1.50
15 Apr 2024	BSR	Conference call with SteerCo regarding KYC (0.80); Teleconference with ██████████ regarding same (0.30); Conference call with AHG regarding update/KYC/issues (0.50); Conference call with Cleary, et al., regarding Gemini Order/Valuation (0.50); Review A. Frelinghuysen memorandum regarding same (0.10); Review M. Weinberg memorandum regarding same (0.10); Review A. Parra memorandum regarding same (0.10); Memorandum to Weinberg regarding same (0.10); Review Weinberg memorandum regarding Gemini Order provisions/Exhibits (0.70); Memorandum to M. Renzi regarding Rebalancing (0.10); Review Renzi memorandum regarding same (0.20); Teleconference with ██████████ regarding same/claims/ (0.30); Memorandum to J. Sazant regarding WDOC members (0.10); Review J. Sazant memorandum regarding same (0.10); Review Weinberg memorandum and revised order (0.40); Review Frelinghuysen memorandum regarding same (0.10); Review A. Parra memorandum regarding same (0.10); Review J. Sazant memorandum regarding same (0.10); Memorandum to Weinberg regarding same (0.10); Review VanLare memorandum regarding ██████████ (0.20); Memorandum to SteerCo and WDOC members regarding rebalancing (0.20).	5.20
15 Apr 2024	TTM	Attend weekly Ad Hoc Group call.	0.40
15 Apr 2024	JS	Meeting with debtors re: KYC process; correspondence with B. Rosen re: hearing; call with Ad Hoc Group; claims reconciliation; call re: Gemini settlement; creditor correspondence	3.60
15 Apr 2024	MRV	Call regarding KYC issues (1); weekly ad hoc group call (.4).	1.40
15 Apr 2024	AJ	Prepare and file documents per J. Sazant (2.50); Pull pleadings and distribute to team per J. Sazant (0.50); Coordinate with AV to set up Zoom hearing per J. Sazant (0.40); Maintain docket calendar and register attorneys for upcoming hearings (0.40).	3.80
16 Apr 2024	BSR	Review Scrametta memorandum regarding Hearing/Closing call (0.10); Memorandum to Scrametta regarding same (0.10); Review Transfer agreement (0.20); Memorandum to J. Sazant regarding same (0.10); Review J. Sazant memorandum regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Review materials and attend Omnibus Hearing (1.90); Memorandum to J. Sazant regarding closing call (0.10); Teleconference with G. Zipes regarding confirmation issues (0.10); Memorandum to G. Zipes regarding	4.40

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		same (0.10); Memorandum to Frelinghuysen, et al., regarding Gemini settlement (0.20); Review Gemini Agreement/CME/Valuation Issues (0.60); Teleconference with [REDACTED] regarding rebalancing (0.40); Memorandum to [REDACTED] regarding same (0.10); Review [REDACTED] memorandum regarding same (0.20).	
16 Apr 2024	LBO	Call with B. Rosen regarding appeal (.1); call with J. Sazant regarding appeal (.4); review background materials relating to appeal (.9).	1.40
16 Apr 2024	JS	Attend hearing; review settlement agreement and correspondence with B. Rosen, debtors, and UCC re: same; correspondence with B. Rosen and L. Osaben re: appellate preparations; review documents re: UST confirmation objection; emails with debtors re: claims reconciliation	6.30
16 Apr 2024	MRV	Attend omnibus hearing.	1.60
16 Apr 2024	AJ	Contact Clerk's Office regarding filing error (0.40); Maintain docket calendar and register attorneys for upcoming hearing (0.50).	0.90
17 Apr 2024	BSR	Conference call with SteerCo, et al., regarding Rebalancing issues (0.80); Teleconference with McKenzie regarding same (0.30); Review [REDACTED] memorandum regarding same (0.10); Teleconference with [REDACTED] regarding same (0.20); Review [REDACTED] memorandum regarding claim purchases (0.10); memorandum to [REDACTED] regarding same (0.10); Review and revise Coin Flip Settlement Agreement (0.40); Memorandum to J. Sazant regarding same (0.10); Review J. Sazant memorandum to Cleary regarding same (0.10); Review Cleary regarding refusal to revise (0.10); Teleconference with J. Sazant regarding same (0.20); Review Lenox memorandum regarding same (0.10); Review filed Coin Flip Motion (0.20); Memorandum to Proskauer parties regarding WDOC materials (0.10); Memorandum to B. Lenox regarding Coin Flip Agreement (0.10); Review more stipulation (0.20); Memorandum to Sazant and M. Volin regarding same (0.10); Review Barefoot memorandum regarding Gemini Agreement (0.10); Review A. Parra memorandum regarding same (0.10); Memorandum to Barefoot, et al., regarding same (0.10); Review Barefoot memorandum regarding Coin Flip (0.10); Memorandum to Barefoot regarding same (0.10); Review [REDACTED] memorandum regarding WDOC issues (0.10); Memorandum to [REDACTED] regarding same (0.10); Review M. Hatch memorandum regarding motion to Dismiss (0.10); Review Draft Motion regarding same (0.40); Memorandum to J. Sazant regarding same (0.10); Review and revise status update (0.20).	4.80
17 Apr 2024	LBO	Review stipulation regarding Morro proofs of claim (.2); review background materials relating to appeal (2.0).	2.20
17 Apr 2024	JS	Claims reconciliation; edit settlement agreement; correspondence with B. Rosen and debtors re: same; call with SteerCo, prospective WDOC members, and M. Renzi re: distributions	6.40
17 Apr 2024	MRV	Emails with B. Rosen regarding claim objections (.1); call regarding rebalancing issues (.7).	0.80
17 Apr 2024	AJ	Pull pleadings and distribute to team per J. Sazant.	0.40
18 Apr 2024	PDD	Genesis Bankruptcy: T/c with B. Rosen, J. Sazant re: WDOC.	0.60
18 Apr 2024	MTH	Prep for closing; review docs	0.80
18 Apr 2024	BSR	Conference call with SteerCo regarding update (0.40); Conference call with Proskauer team regarding WDOC requests (0.50);	3.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		Memorandum to J. Sazant regarding same (0.10); Review Draft Outline regarding same (0.10); Review S. Kaul memorandum regarding 2004 letter/response (0.10); Memorandum to S. Kaul, et al regarding same (0.10); Review D. Fike memorandum regarding AHG Claim (0.10); Memorandum to J. Sazant regarding same (0.10); Memorandum to Sazant regarding Appellate issues (0.10); Review Sazant memorandum regarding AHT time-up (0.10); Memorandum to Sazant regarding same (0.10); Review O'Neal Memorandum regarding 2004 letter (0.10); memorandum to O'Neal regarding same (0.10); Review C. Riberio memorandum and draft letter regarding 2004 (0.30); Review S. Kaul comments regarding same (0.20); Review C. Riberio memorandum regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Review Sazant comments regarding same (0.20); Memorandum to Sazant regarding same (0.10).	
18 Apr 2024	TTM	Attend Wind Down Oversight Committee pre-meet call.	0.60
18 Apr 2024	JS	Claims reconciliation; correspondence re: settlement motion; distribution analysis; doc review re: UST claims objection	5.80
18 Apr 2024	MRV	Weekly call with steering committee (.1).	0.10
18 Apr 2024	MRV	Review status update.	0.10
19 Apr 2024	BSR	Review O'Neal memorandum regarding KYC distribution (0.10); Review B. Lenox memorandum regarding same (0.10); Review recent Pleadings (0.60); Review D. Snell memorandum regarding SEC complaint and settlement agreements (0.10); Review Sazant memorandum regarding same (0.10); Review J. Scrametta memorandum regarding KYC (0.10); Review O'Neal memorandum regarding same (0.10); Review M. Finnegan memorandum regarding Mirana stipulation (0.20); Review Sazant memorandum regarding same (0.10); Review C. Mills memorandum regarding Gemini Litigation (0.20); Review Weinberg memorandum regarding Gemini/Litigation (0.30); Memorandum to B. Lenox regarding KYC request distribution (0.10); Memorandum to J. Scrametta regarding same (0.10).	2.20
19 Apr 2024	JS	Claims reconciliation; draft status update; doc review re: UST confirmation objection	5.10
19 Apr 2024	AJ	Pull pleadings and distribute to team per J. Sazant.	0.40
20 Apr 2024	BSR	Review M. Weinberg memorandum regarding Gemini Order (0.10); Review A. Parra memorandum regarding same (0.10); Review J. Sazant memorandum regarding same (0.10); Review J. Massey memorandum and draft to Dismissal (0.70); Review Kroll memorandum regarding claim Transfer (0.10); Memorandum to J. Sazant regarding same (0.10); Review Sazant memorandum (0.10); Review L. Barefoot memorandum regarding scheduling order (0.10); Review [REDACTED] memorandum regarding WDOC issues (0.10).	1.50
21 Apr 2024	BSR	Review A. Parra memorandum regarding scheduling (0.10); Review Weinberg memorandum regarding same and Gemini USD Point (0.20); Review Weinberg memorandum regarding HHR regarding same (0.10); Review latest Massey memorandum and Motion to Dismiss (0.90); Memorandum to W. Dalsen regarding same (0.10); Review and revise status update (0.20).	1.60
21 Apr 2024	MRV	Review status update.	0.10

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
22 Apr 2024	BSR	Conference call with Cleary, et al., regarding GUSD issue (0.40); Review Gemini settlement agreement regarding same (0.30); Conference call with SteerCo regarding closing/Gemini issues (0.70); Conference call with AHG regarding update/closing, etc. (0.60); Memorandum to Sciametta regarding KYC process (0.10); Review Sciametta memorandum regarding same (0.10); Review A. Parra memorandum regarding Gemini (0.10); Memorandum to A. Parra regarding same (0.10); Review and revise Mirana stipulation (0.20); Memorandum to M. Finnegan regarding same (0.10); Review Weinberg memorandum regarding Gemini (0.10); Memorandum to Weinberg regarding same (0.10); Review A. Parra. memorandum regarding WDOC opening (0.10); Memorandum to A. Parra regarding same (0.10); Teleconference with J. Sazant regarding KYC process (0.20); Review and revise memorandum to AHG regarding same (0.30); Memorandum to [REDACTED] regarding meeting (0.10).	3.70
22 Apr 2024	WDD	Review draft motion to dismiss DCG adversary proceeding;	0.50
22 Apr 2024	YSH	Attended weekly call with Adhoc committee.	0.50
22 Apr 2024	TTM	Attend weekly Ad Hoc Group call.	0.30
22 Apr 2024	JS	Call with B. Rosen, clients, and debtors re: KYC process for distributions; call with B. Rosen re: Gemini settlement; claims reconciliation; call with SteerCo re: case status update; creditor correspondence; call with AHG re: status update; call with debtors re: claims reconciliation	6.20
22 Apr 2024	MRV	Call regarding KYC issues (.8); weekly call with steering committee (.2).	1.00
22 Apr 2024	AJ	Pull pleadings and distribute to team per J. Sazant.	0.50
23 Apr 2024	BSR	Review [REDACTED] memorandum regarding timeline (0.10); Memorandum to [REDACTED] regarding conf. timeline (0.10); Teleconference with [REDACTED] regarding same (0.50); Conference call with Cleary, et al., regarding closing Prep/KYC, etc. (0.60); Memorandum to J. Sazant regarding to do list (0.30); Review draft motion to enforce Gemini (0.30); Memorandum to J. Sazant regarding same (0.10); Review J. Sazant regarding same (0.10); Review J. Sazant memorandum regarding same (0.10); Review Sazant memorandum regarding open issues (0.20); Memorandum to Sazant regarding Stay pending appeal (0.10); Review Sazant memorandum regarding same (0.10); Memorandum to Sazant regarding M. Merits brief (0.10); Memorandum to J. Sazant regarding Coin Flip (0.10); Memorandum to Sazant regarding estimation motion (0.10); Review J. Sazant memorandum regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Memorandum to J. Sazant regarding WDOC issues (0.10); Prepare timeline Deck (0.60).	3.80
23 Apr 2024	YSH	Attended weekly closing prep call and follow-ups regarding tax reserves point.	0.70
23 Apr 2024	TTM	Attend Genesis Closing Prep call; summarize discussion of tax reserve issue for Y. Habenicht and M. Hamilton's review.	1.10
23 Apr 2024	LBO	Review draft motion to enforce Gemini settlement.	0.40
23 Apr 2024	JS	Claims reconciliation; call with debtors and UCC re: closing; draft presentation re: distributions; correspondence with debtors and UCC re: Gemini settlement; edit Gemini settlement enforcement motion;	6.40

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		creditor correspondence re: KYC Process; doc review re: UST objection	
23 Apr 2024	MRV	Weekly closing prep call.	1.00
24 Apr 2024	BSR	Review J. Sazant memorandum regarding Gemini Motion (0.10); Memorandum to J. Sazant regarding same (0.10); Review and revise WDOC materials (0.60); Review D. Snell memorandum regarding SEC/NYAG complaints (0.20); Memorandum to J. Sazant regarding same (0.10); Review and revise Motion to Dismiss Counteraction (0.40); Memorandum to J. Sazant regarding same (0.10); Memorandum to J. Sazant regarding WDOC (0.10); Review J. Sazant memorandum to J. Massey regarding DCG (0.10); Further revise WDOC materials (0.40); Memorandum to J. Sazant regarding same (0.10); Revise timeline memorandum (0.50); Memorandum to SteerCo regarding same (0.10); Review ██████████ elstijn memorandum regarding same (0.10); Review ██████████ memorandum regarding litigation Advisor (0.10); Memorandum to ██████████ regarding same (0.10); Memorandum to SteerCo regarding WDOC issues (0.30); Review and revise Weinberg letter regarding UST issues (0.30); Teleconference with J. Sazant regarding same (0.20); Review O'Neal memorandum regarding same (0.10); Memorandum to O'Neal regarding same (0.10); memorandum to M. Volin and J. Sazant regarding UST issues (0.10); Review J. Sazant memorandum regarding same (0.10); Review J. Sazant comments to Gemini motion (0.10); Memorandum to J. Sazant regarding same (0.10); Review Weinberg memorandum regarding UST issues (0.10); Memorandum to M.s Weinberg regarding same (0.10); Review revised UST letter (0.10); Memorandum to Weinberg regarding same (0.10); Review O'Neal memorandum regarding Gemini Settlement (0.20); Memorandum to O'Neal regarding same (0.10); Teleconference with ██████████ regarding same (0.20); Review J. Sazant memorandum regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Review J. Sazant memorandum regarding same (0.10).	5.80
24 Apr 2024	LBO	Draft shell of appeal reply brief.	0.50
24 Apr 2024	MRV	Redact time entries for submission to court and U.S. Trustee (.4); review confirmation process deck (.2).	0.60
24 Apr 2024	AJ	Pull pleadings and distribute to team per J. Sazant.	0.40
25 Apr 2024	BSR	Conference call with SteerCo regarding open issues (0.50); Conference call with WDOC regarding open issues (1.10); Review ██████████ memorandum regarding KYC issues (0.10); Memorandum to ██████████ regarding same (0.10); Memorandum to J. Sciametta regarding same (0.10); Review Sciametta memorandum regarding same (0.10); Review Kroll Notice regarding Transfer (0.10); Memorandum to J. Sazant regarding same (0.10); Review Sazant memorandum regarding same (0.10); Review and revise status update (0.20); Memorandum to ██████████ regarding KYC issue (0.10); Review UST Letter regarding objections (0.20); Memorandum to Volin and Sazant regarding same (0.10); Review Sazant memorandum regarding same (0.20); Memorandum to J. Sazant regarding same (0.20); Teleconference with ██████████ regarding update (0.20); Teleconference with ██████████ regarding same (0.30).	3.80
25 Apr 2024	MRV	Weekly call with steering committee (.4); review status update (.1).	0.50

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25 Apr 2024	AJ	Maintain docket calendar and register attorneys for upcoming hearings.	0.40
26 Apr 2024	BSR	Review O'Neal memorandum regarding SteerCo/Gemini (0.10); Memorandum to O'Neal regarding same (0.10); Review Pleadings (0.40); Review Gemini agreement (0.30); Teleconference with Creditors regarding KYC concerns (0.60); Review draft letter to DCG regarding 2004 production (0.30); Review A. Parra memorandum regarding same (0.10); Review C. Ribeiro memorandum regarding same (0.10).	2.00
26 Apr 2024	LBO	Draft appeal reply brief.	2.00
26 Apr 2024	MRV	Redact time entries for submission to court and U.S. Trustee.	1.80
26 Apr 2024	AJ	Pull pleadings and distribute to team per J. Sazant.	0.70
26 Apr 2024	NKO	Pull briefing from Purdue Pharma confirmation appeals case for L. Osaben.	1.50
27 Apr 2024	BSR	Review and revise status update (0.10); Review draft 2004 letter (0.20); Memorandum to C. Ribeiro regarding same (0.10); Review revised letter (0.10); Review O'Neal memorandum regarding same (0.10); Review A. Frelinghuysen Draft agreement (0.10); Memorandum to M. Weinberg regarding same (0.10); Review pleadings (0.30).	1.10
28 Apr 2024	MRV	Redact time entries for submission to court and U.S. Trustee.	1.90
29 Apr 2024	MTH	Review closing materials	0.50
29 Apr 2024	BSR	SteerCo conference call regarding update (0.40); AHG Conference call regarding update (0.30); Review ██████████ memorandum regarding UDOC/LLC issues (0.10); Memorandum to ██████████ regarding same (0.10); Memorandum to J. Sazant regarding Coin Flip (0.10); Teleconference with Weinberg regarding Gemini letter (0.20); Review and revise same (0.10); Memorandum to Weinberg regarding same (0.10); Teleconference with ██████████ regarding open issues (0.40); Teleconference with J. Sazant regarding same (0.20); Review revised Gemini letter (0.10); Memorandum to Weinberg regarding same (0.10); Teleconference with A. Parra regarding Gemini/open seat (0.10).	2.30
29 Apr 2024	YSH	Attended weekly call with Adhoc committee.	0.50
29 Apr 2024	TTM	Attend weekly Ad Hoc Group call.	0.30
29 Apr 2024	LBO	Draft appeal reply brief (5.8); email J. Sazant draft brief (.2).	6.00
29 Apr 2024	MRV	Redact time entries for submission to court and U.S. Trustee.	0.60
29 Apr 2024	AJ	Redact invoices per J. Sazant.	4.00
30 Apr 2024	MTH	Review closing checklist and related materials	0.40
30 Apr 2024	BSR	Memorandum to SteerCo regarding rebalancing (0.30); Review Pryor Cashman Letter regarding same (0.20); Review SteerCo memorandum regarding same (0.70); Review L. Barefont memorandum regarding Coin Flip (0.10); Memorandum to Barefont regarding same (0.10); Memorandum to J. Sazant regarding same (0.10); Review draft Limited objection regarding Coin Flip (0.20); Memorandum to SteerCo regarding litigation reserve (0.10); Review SteerCo responses regarding same (0.40); Memorandum to ██████████ et al. regarding BRG Strawman (0.10); Review Coin Flip agreement (0.20); Review setoff principles (0.40).	2.90

Client Name Committee of Facility B Lenders (87307)
Matter Name Debt Restructuring (0001)

Invoice Date 28 May 2024
Invoice Number 21253475

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
30 Apr 2024	YSH	Attended weekly call regarding closing prep	0.50
30 Apr 2024	TTM	Attend Genesis all hands closing prep call and prepare notes.	1.30
30 Apr 2024	MRV	Emails with clients and B. Rosen regarding rebalancing (.2); weekly closing checklist call (.8).	1.00
30 Apr 2024	AJ	Pull pleadings and distribute to team per J. Sazant.	0.20

Client Name Committee of Facility B Lenders (87307)
 Matter Name Debt Restructuring (0001)

Invoice Date 28 May 2024
 Invoice Number 21253475

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees Amount</u>
<u>Partner</u>			
Doyle, Peter D.	0.60	2,050.00	1,230.00
Hamilton, Martin T.	1.70	1,915.00	3,255.50
Rosen, Brian S.	80.00	2,135.00	170,800.00
Total Partner	82.30		\$ 175,285.50
<u>Senior Counsel</u>			
Dalsen, William D.	0.50	1,560.00	780.00
Total Senior Counsel	0.50		\$ 780.00
<u>Associate</u>			
Habenicht, Yomarie S.	2.90	1,395.00	4,045.50
Multari, Thomas T.	5.50	1,175.00	6,462.50
Osaben, Libbie B.	12.50	1,235.00	15,437.50
Sazant, Jordan	69.00	1,395.00	96,255.00
Volin, Megan R.	14.50	1,330.00	19,285.00
Total Associate	104.40		\$ 141,485.50
<u>Paralegal</u>			
Doyle, John R.	0.30	320.00	96.00
Jonasz, Alexandra	17.70	320.00	5,664.00
Oloumi, Nicole K.	1.50	580.00	870.00
Total Paralegal	19.50		\$ 6,630.00
Professional Fees	206.70		\$ 324,181.00

Disbursement Summary

<u>Disbursements and Other Charges</u>	<u>Amount</u>
Database Search Services	109.90
PACERPRO	8.00
Total Disbursements	\$ 117.90

Total Billed

\$ 324,298.90



Proskauer Rose LLP Eleven Times Square, New York, NY 10036-8299

Remittance Advice

Federal ID: 13-1840454

Genesis Global Capital, LLC
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006

Invoice: 21253475
Invoice Date: 28 May 2024
Client Matter ID: 87301.0001

Attn: Sean O'Neal

Remit To:
Proskauer Rose LLP
Eleven Times Square
New York, NY 10036-8299
ATTN: Accounts Receivable

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001

Total Due This Invoice

\$ 324,298.90

Outstanding Invoices

<u>Date</u>	<u>Invoice</u>	<u>Total</u>	<u>Credits Applied</u>	<u>Remaining Balance</u>
28 Feb 2023	21163173	892,660.90	0.00	892,660.90
29 Mar 2023	21172181	599,210.76	0.00	599,210.76
26 Apr 2023	21178142	500,505.13	0.00	500,505.13
22 May 2023	21183447	272,087.08	0.00	272,087.08
25 Jul 2023	21194983	989,906.68	0.00	989,906.68
29 Aug 2023	21203533	240,841.41	0.00	240,841.41
19 Sep 2023	21204677	265,491.50	0.00	265,491.50
16 Oct 2023	21215363	964,314.12	0.00	964,314.12
20 Dec 2023	21225600	1,756,001.62	0.00	1,756,001.62
25 Jan 2024	21231235	889,128.28	0.00	889,128.28
29 Feb 2024	21237428	1,458,656.52	0.00	1,458,656.52
28 Mar 2024	21242729	1,114,409.67	0.00	1,114,409.67
26 Apr 2024	21247954	677,196.80	0.00	677,196.80
Total Outstanding				\$ 10,944,709.37

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001

Client Name
Matter Name

Committee of Facility B Lenders (\$750M)
Debt Restructuring (0001)

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Invoice Date
Invoice Number

28 May 2024
21253475



Proskauer Rose LLP Eleven Times Square, New York, NY 10036-8299

Federal ID: 13-1840454

Genesis Global Capital, LLC
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006

Invoice: 21255585
Invoice Date: 07 Jun 2024
Client Matter ID: 87301.0001

Attn: Sean O'Neal

RE: Debt Restructuring

For legal services rendered for the period ending May 31, 2024 as set forth in this invoice.

Fees Billed	\$ 362,511.50
Disbursements Billed	\$ 2,271.45
Total Due This Invoice	\$ 364,782.95

Outstanding Invoices

<u>Date</u>	<u>Invoice</u>	<u>Total</u>	<u>Credits Applied</u>	<u>Remaining Balance</u>
28 Feb 2023	21163173	892,660.90	0.00	892,660.90
29 Mar 2023	21172181	599,210.76	0.00	599,210.76
26 Apr 2023	21178142	500,505.13	0.00	500,505.13
22 May 2023	21183447	272,087.08	0.00	272,087.08
25 Jul 2023	21194983	989,906.68	0.00	989,906.68
29 Aug 2023	21203533	240,841.41	0.00	240,841.41
19 Sep 2023	21204677	265,491.50	0.00	265,491.50
16 Oct 2023	21215363	964,314.12	0.00	964,314.12
20 Dec 2023	21225600	1,756,001.62	0.00	1,756,001.62
25 Jan 2024	21231235	889,128.28	0.00	889,128.28
29 Feb 2024	21237428	1,458,656.52	0.00	1,458,656.52
28 Mar 2024	21242729	1,114,409.67	0.00	1,114,409.67
26 Apr 2024	21247954	677,196.80	0.00	677,196.80
28 May 2024	21253475	324,298.90	0.00	324,298.90
Total Outstanding				\$ 11,309,492.32

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001

We do not change our bank account details. Do not reply to or act upon any email you receive purporting to advise you that our bank account details have changed. Please telephone your contact at our office before transferring any funds.

Client Name Committee of Facility B Lenders (87307)
 Matter Name Debt Restructuring (0001)

Invoice Date 07 Jun 2024
 Invoice Number 21255585

Description of Services Rendered

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
01 May 2024	BSR	Conference call with Cleary regarding Coin Flip proposed settlement (0.40); Review and revise objection to settlement (0.40); Memorandum to J. Sazant regarding status report (0.10); Review ██████████ memorandum regarding Coin Flip (0.10); Memorandum to ██████████ regarding same (0.10); Teleconference with ██████████ regarding KYC, Gemini, etc. (0.40); Teleconference with ██████████ regarding same (0.30); Review ██████████ memorandum regarding ██████████ (0.10); Review Gemini budget issues/settlement agreement (0.20); Teleconference with M. Weinberg regarding plan changes (0.10); Teleconference with J. Sazant regarding status update (0.10).	2.30
01 May 2024	BSR	Review UST letter and submission for UST (3.40).	3.40
01 May 2024	JS	Edit CoinFlip settlement response; correspondence with B. Rosen and Debtors re: same; call with debtors and UCC re: claim objections; call with B. Rosen re: same; call with debtors and UCC re: Gemini settlement; draft status update; correspondence with B. Rosen re: same; creditor communications	3.30
01 May 2024	AJ	Maintain docket calendar and register attorneys for upcoming hearings.	0.50
02 May 2024	JS	Call re: Gemini settlement; steerco call	0.70
02 May 2024	AJ	Pull pleadings and distribute to team per J. Sazant.	0.40
03 May 2024	JS	Creditor correspondence; correspondence with debtors and clients re: potential scam	0.40
06 May 2024	BSR	Conference call with A&M, et al regarding KYC (0.50); SteerCo conference call regarding open matters/update (0.50); AHG update call (0.40); Review Weinberg memorandum regarding ██████████/LOC opening (0.10); Memorandum to M. Weinberg regarding same (0.10); Teleconference with ██████████ regarding Litigation issues (0.40); Teleconference with O'Neal regarding update (0.10); Teleconference with ██████████ regarding timing issues/DCG (0.50); Teleconference with J. Sazant regarding outstanding items (0.30); Teleconference with Weinberg regarding Gemini issue (0.10).	3.00
06 May 2024	TTM	Attend weekly AHG call.	0.30
06 May 2024	JS	SteerCo meeting; claims reconciliation; correspondence with B. Rosen re: same; correspondence with debtors and UCC re: Gemini budget; AHG weekly call	1.30
06 May 2024	MRV	Call with Cleary regarding KYC issues (.2); weekly call with steering committee (.3).	0.50
06 May 2024	AJ	Maintain docket calendar and register attorneys for upcoming hearings.	0.30
07 May 2024	BSR	Conference call regarding closing prep (0.50); Review memorandum regarding Audit Request (0.10); Memorandum to J. Sazant regarding same (0.10); Review J. Sazant memorandum regarding same (0.10); Review Weinberg memorandum regarding Gemini Budget proposal (0.20); Review A. Parra memorandum regarding same (0.10); Memorandum to Weinberg regarding same (0.10); Memorandum to A. Jonasz regarding hearing (0.10).	1.30

Client Name Committee of Facility B Lenders (87307)
 Matter Name Debt Restructuring (0001)

Invoice Date 07 Jun 2024
 Invoice Number 21255585

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
07 May 2024	TTM	Attend Genesis closing preparation call.	0.60
07 May 2024	JS	Meeting with debtors and UCC re: Gemini settlement; review Gemini settlement agreement letter; creditor correspondence	1.20
07 May 2024	AJ	Maintain docket calendar and register attorneys for upcoming hearings (0.70); Pull pleadings and distribute to team per J. Sazant (0.90).	1.60
08 May 2024	BSR	Review materials for Omnibus Hearing (0.70); Attend Omnibus Hearing (1.00); Review Sciametta memorandum regarding KYC update (0.10); Memorandum to J. Sciametta regarding same (0.10); Review Sazant memorandum regarding ██████████ call (0.10); Memorandum to J. Sazant regarding same (0.10); Memorandum to J. Sazant regarding decision timing (0.10); Review J. Sazant memorandum regarding same (0.10); Review status update (0.10); Review ██████████ memorandum regarding distributions (0.10); Memorandum to ██████████ regarding same (0.10);	2.60
08 May 2024	JS	Attend hearing; creditor correspondence; draft status update; correspondence with creditors re: distribution procedures; edit debtor stay relief brief; correspondence re: Gemini settlement	4.10
08 May 2024	AJ	Maintain docket calendar and register attorneys for upcoming hearings.	0.50
09 May 2024	BSR	Conference call with SteerCo regarding update (0.50); Review ██████████ memorandum regarding UDOC/LOC issues (0.20); Memorandum to ██████████ regarding same (0.10); Review Weinberg memorandum regarding Gemini/Firm issue (0.20); Review A. Parra memorandum regarding same (0.10); Teleconference with J. Sazant regarding same (0.30); Memorandum to Weinberg regarding same (0.10); Review Weinberg memorandum regarding same (0.10); Review and Execute letter agreement regarding Gemini Settlement (0.20); Review and revise ██████████ Stipulation (0.30).	2.10
09 May 2024	JS	Edit draft stay opposition brief (2.1); steerco meeting (.5); creditor correspondence (.2); edit claim stipulation and correspondence with B. Rosen and debtors re same (.4)	3.20
09 May 2024	MRV	Weekly call with steering committee.	0.50
09 May 2024	AJ	Maintain docket calendar and register attorneys for upcoming hearings (0.40); Pull pleadings and distribute to team per J. Sazant (0.10).	0.50
10 May 2024	BSR	Review J. Scrametta memorandum regarding KYC/AHC claimants (0.20); Memorandum to Scrametta regarding same (0.10); Memorandum to Scrametta memorandum regarding same (0.10); Memorandum to Scrametta regarding same (0.10); Memorandum to J. Sazant regarding status update (0.10); Review ██████████ memorandum regarding ██████████ Stipulation (0.10); Review J. Sazant memorandum regarding same (0.10); Memorandum to ██████████ regarding same (0.10); Review Gemini closing memorandum (0.60); Review pleadings and Omni objections (1.20); Review draft stay opposition pleadings (2.20); Teleconference with ██████████ regarding DCG update (0.50).	5.40
10 May 2024	JS	Draft status update; creditor correspondence; correspondence with debtors re: claim stipulation	1.40
12 May 2024	BSR	Review latest draft of stay opposition (1.40) Memorandum to J. Sazant, et al., regarding same (0.10); Review J. Sazant	1.70

Client Name Committee of Facility B Lenders (87307)
 Matter Name Debt Restructuring (0001)

Invoice Date 07 Jun 2024
 Invoice Number 21255585

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		memorandum regarding same (0.10); Memorandum to J. Sazant regarding same (0.10).	
12 May 2024	JS	Edit debtor opposition to stay pending appeal; correspondence with B. Rosen re: same	2.80
12 May 2024	MRV	Review draft objection to stay pending appeal motion.	0.60
13 May 2024	BSR	Steering committee update call regarding call regarding open items (0.70); AHG call regarding same (0.40); Conference call with [REDACTED] and [REDACTED] regarding DCG Discussions (0.50); Review D. [REDACTED] memorandum regarding [REDACTED] Stip (0.10); Memorandum to [REDACTED] regarding same (0.10); Review and revise debtor draft stay objection (0.50); Memorandum to J. Sazant regarding same (0.10); Review Sazant memorandum regarding same (0.10); Memorandum to SteerCo regarding [REDACTED] Stip (0.20); Review [REDACTED] memorandum regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Memorandum to Sazant regarding claim reconciliation process (0.10); Draft side-by-side analysis (0.70); Review O'Neal memorandum regarding claims (0.10); Memorandum to O'Neal regarding same (0.10); Teleconference with J. Sazant regarding same (0.20); Review D. Fike memorandum regarding [REDACTED] Stip (0.10); Memorandum to D. Fike regarding same (0.10); Review Sazant memorandum regarding same (0.10); Memorandum to Sazant regarding same (0.10).	4.50
13 May 2024	YSH	Attended weekly Adhoc committee call.	0.50
13 May 2024	TTM	Weekly Ad Hoc Group meeting.	0.50
13 May 2024	LBO	Review J. Sazant's revisions to the draft brief in opposition of stay.	0.10
13 May 2024	JS	Bi-weekly SteerCo call; edit debtor opposition to stay relief brief; claims reconciliation; creditor correspondence	2.40
13 May 2024	MRV	Weekly call with steering committee (.5); weekly ad hoc group call (.5).	1.00
14 May 2024	BSR	Teleconference with J. Sazant regarding outstanding items (0.30); Conference call with Cleary et al., regarding closing prep (0.40); Conference call with [REDACTED] et al., regarding SteerCo update/claim/AHG reconciliation (0.60); Teleconference with J. Sazant regarding [REDACTED]/AHG (0.30); Conference call with [REDACTED] regarding KYC process/plan (0.30); Memorandum to M. Renzi regarding rebalancing (0.20); Teleconference with Renzi regarding same (0.20); Memorandum to SteerCo regarding same (0.10); Review SteerCo memorandum regarding same (0.50); Review latest [REDACTED] draft stop (0.10); Memorandum to J. Sazant regarding same (0.10); Memorandum to SteerCo members regarding same (0.30); Revise side-by-side analysis (0.50); Memorandum to [REDACTED], et al., regarding same (0.10); Review [REDACTED] KYC update (0.20); Memorandum to J. Sazant regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Review M. Weinberg memorandum regarding plan changes (0.60); Memorandum to Weinberg regarding same (0.10); Memorandum to L. Barefoot regarding [REDACTED] Stipulation (0.10); Review A. Parra memorandum regarding same (0.10); Review [REDACTED] memorandum regarding KYC (0.10); Memorandum to [REDACTED] regarding same (0.10).	5.50
14 May 2024	YSH	Attended closing prep call	0.50
14 May 2024	TTM	Attend standing Closing Preparation call.	0.40

Client Name Committee of Facility B Lenders (87307)
 Matter Name Debt Restructuring (0001)

Invoice Date 07 Jun 2024
 Invoice Number 21255585

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
14 May 2024	JS	Claims reconciliation; correspondence with B. Rosen, debtors, and creditors re: same; correspondence re: Gemini settlement agreement; correspondence with B. Rosen, debtors, and UCC re: confirmation and closing	8.20
14 May 2024	MRV	Review rebalancing deck.	0.30
14 May 2024	AJ	Maintain docket calendar and register attorneys for upcoming hearings (0.20); Pull pleadings and distribute to team per J. Sazant (0.30).	0.50
14 May 2024	JS	Review audit request letter, order/review accounting reports; prep.; audit response letter.	0.50
15 May 2024	BSR	Conference call with [REDACTED] regarding distribution mechanics (0.50); Conference call with J. Sazant, et al., regarding AHG claim/Plan (0.40); Conference call with J. Sazant, et al. regarding [REDACTED]/AHG (0.20); Review draft 12(c) response (0.40); Memorandum to J. Sazant regarding same (0.10); Review J. Sazant comments regarding same (0.20); Review [REDACTED] memorandum regarding side-by-side issue (0.20); Memorandum to [REDACTED] regarding same (0.30); Review O'Neal memorandum regarding timing (0.10); Memorandum to O'Neal regarding same (0.10); Review and revise status update (0.30); Memorandum to J. Sazant regarding same (0.10); Teleconference with [REDACTED] regarding [REDACTED] (0.40).	3.30
15 May 2024	JS	Claims reconciliation and correspondence with B. Rosen, creditors, and debtors re: same; draft status update	6.30
15 May 2024	JS	Finalize audit response letter for distribution.	0.50
16 May 2024	BSR	Conference call with SteerCo regarding open issues (0.50); Memorandum to J. Sazant regarding Plan/AHG distribution (0.10); Review J. Sazant memorandum regarding same (0.10).	0.70
16 May 2024	JS	Claims reconciliation; correspondence with B. Rosen and clients re: same; correspondence with debtors and UCC re: KYC Process	4.80
16 May 2024	MRV	Weekly call with steering committee.	0.20
16 May 2024	AJ	Pull pleadings and distribute to team per J. Sazant.	0.50
17 May 2024	MTH	Review Weil letter and corresp same	0.40
17 May 2024	BSR	Review Weil letter regarding tax issues (0.20); Teleconference with M. Hamilton regarding same (0.10); Teleconference with S. O'Neal regarding same (0.10); Review confirmation decision (1.40); Memorandum to J. Sazant regarding same (0.10); Review [REDACTED] memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Review and revise draft status update (0.30); Memorandum to J. Sazant regarding stay objection (0.10).	2.50
17 May 2024	YSH	Review of letter received from Weil regarding federal tax consolidated group.	0.50
17 May 2024	JS	Review confirmation opinion; prepare summary; draft client status update; claims reconciliation; correspondence with debtors and UCC re: same; correspondence with debtors re: Gemini settlement; correspondence with debtors re: Plan amendments; correspondence with debtors re: tax issues	8.40
18 May 2024	BSR	Review [REDACTED] memorandum regarding decision (0.10); Memorandum to [REDACTED] regarding same (0.10); Review [REDACTED]	0.70

Client Name Committee of Facility B Lenders (87307)
 Matter Name Debt Restructuring (0001)

Invoice Date 07 Jun 2024
 Invoice Number 21255585

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		memorandum regarding same (0.10); Memorandum to [REDACTED] regarding same (0.10); Review SteerCo memorandum regarding decision (0.30).	
18 May 2024	MRV	Review status update.	0.20
19 May 2024	BSR	Review Weil Tax letter (0.20); Review correspondence regarding same (0.30); Memorandum to J. Sazant regarding stay objection (0.10).	0.60
19 May 2024	YSH	Attended call regarding tax consolidated group matters.	0.30
19 May 2024	TTM	Call to discuss Weil tax letter.	0.10
20 May 2024	MTH	Genesis - Conference call re Weil tax letter; weekly AHG call. Review materials same.	1.30
20 May 2024	BSR	Conference call with Cleary, et al., regarding Weil Tax Letter (0.50); Conference call with SteerCo regarding update closing issues, Opinion (0.90); Conference call with AHG regarding same (0.70); Memorandum to J. Sazant regarding Stay Objection (0.10); Review J. Sazant memorandum regarding same (0.10); Review M. Volin memorandum regarding same (0.10); Memorandum to M. Volin regarding same (0.10); Review [REDACTED] memorandum regarding distribution/Plan (0.10); Memorandum to J. Sazant regarding same (0.10); Review Draft O'Neal letter regarding Taxes (0.20); Review J. Habenicht memorandum regarding same (0.10); Memorandum to O'Neal regarding same (0.10); Teleconference with [REDACTED] regarding Opinion/DCG (0.50); Teleconference with [REDACTED] regarding same (0.30); Teleconference with M. Renzi regarding Timeline to Effective Date (0.20).	4.10
20 May 2024	YSH	Attended call regarding tax consolidated group matters and reviewed proposed response letter.	0.90
20 May 2024	TTM	Call to discuss Weil tax letter (0.5); weekly Ad Hoc Group call (0.7); review draft response to Weil tax letter prepared by Cleary team (0.5).	1.70
20 May 2024	MRV	Review deadlines for substantial contribution pleading and emails with B. Rosen regarding same (.3); review opinion confirming plan (.4).	0.70
21 May 2024	MTH	Genesis - Closing prep call; review revised letter.	1.00
21 May 2024	BSR	Memorandum to J. Sazant regarding stay objection (0.10); Review [REDACTED] memorandum regarding DCG/Distributions/Rebalancing (0.30); Memorandum to [REDACTED] regarding same (0.20); Conference call with [REDACTED] and [REDACTED] regarding same (0.60); Conference call with Cleary, et al., regarding closing etc. (0.60); Revise tax letter (0.30); Memorandum to O'Neal regarding same (0.10); Review O'Neal memorandum regarding same (0.10); Review A. Parra comments regarding same (0.20); Review S Fryman comments regarding same (0.20); Memorandum to O'Neal regarding DCG Status (0.10); Review draft Plan modifications (0.70); Review revised draft confirmation order (1.20); Review draft NYAG Order (0.20); Teleconference with J. Sazant regarding same (0.40); Teleconference with [REDACTED] regarding DCG update (0.30).	5.60
21 May 2024	YSH	Attended closing prep call.	0.60
21 May 2024	TTM	Attend Closing Preparation call (0.7 hrs).	0.70
21 May 2024	AJ	Pull pleadings and distribute to team per J. Sazant.	0.20

Client Name Committee of Facility B Lenders (87307)
 Matter Name Debt Restructuring (0001)

Invoice Date 07 Jun 2024
 Invoice Number 21255585

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
22 May 2024	MTH	Discuss Weil letter YH. Emails same.	0.40
22 May 2024	BSR	Review J. Sazant memorandum and Drafts Stay Objection (1.40); Memorandum to J. Sazant regarding same (0.10); Review Debtor reply regarding dismissal on Adversary (0.50); Memorandum to J. Sazant regarding same (0.10); Review and revise BRG E.D. Timeline Deck (0.20); Memorandum to M. Renzi regarding same (0.10); Review A. Parra memorandum regarding same (0.10); Memorandum to A. Parra regarding same (0.10); Review A. Parra memorandum regarding same (0.10); Memorandum to A. Parra regarding same (0.10); Review S. Fryman tax letter changes (0.20); Memorandum to S. Fryman regarding same (0.10); REview J. Sazant memorandum regarding Gemini assignment (0.10); Review Draft assignment and revise (0.30); Memorandum to Sazant regarding same (0.10); Review J. Sazant memorandum regarding same (0.10); Review J. Sazant memorandum regarding Setoff (0.10); Memorandum to J. Sazant regarding same (0.10).	3.90
22 May 2024	BSR	Memorandum to M. Weinberg regarding NYAG order (0.20); Memorandum to J. Sazant regarding confirmation order changes (0.90); Review J. Sazant memorandum regarding Setoff motion (0.10); Memorandum to J. Sazant regarding same (0.10); Memorandum to J. Sazant regarding Gemini Covenant (0.20); Memorandum to J. Sazant regarding Plan Modifications (0.10); Review Correspondence regarding ██████ Setoff issues (0.30); Memorandum to B. Lenox regarding same (0.10); Review revised confirmation order (0.70); Memorandum to J. Sazant regarding same (0.10); Memorandum to J. Sazant regarding status update (0.10); Memorandum to J. Sazant with Gemini Revisions (0.30).	3.20
22 May 2024	JS	Edit Gemini assignment agreement; edit confirmation order; edit NYAG Settlement Order; edit Debtor adversary pleading brief; claim reconciliation; correspondence with Debtors and UCC re same	8.80
23 May 2024	BSR	Memorandum to J. Sazant regarding open matters (0.10); Review J. Sazant memorandum regarding same (0.10); Revise status update (0.20); Memorandum to J. Sazant regarding same (0.10); REview and revise motion to dismiss reply (0.60); Memorandum to M. Finnegan regarding same (0.10); Review A. Parra memorandum regarding Gemini Agreement (0.10); Memorandum to A. Parra, et al., regarding same (0.10); REview Weinberg memorandum regarding Confirmation Order (0.10); Memorandum to J. Sazant regarding same (0.30); Conference call regarding ██████ proposal (0.40); Conference call with SteerCo. regarding open issues (0.30).	2.50
23 May 2024	MRV	Review status report (.1); emails with J. Sazant regarding substantial contribution submission (.1).	0.20
23 May 2024	AJ	Pull pleadings and distribute to team per J. Sazant.	0.40
24 May 2024	BSR	Review J. Sazant memorandum regarding confirmation order issues (0.20); Memorandum to J. Van Lare regarding same (0.10); Teleconference with J. Sazant regarding same (0.40); REview revised draft of same (0.40); Review Notices and orders filed regarding NYAG and confirmation (1.40).	2.50
24 May 2024	JS	Call with Debtors and UCC re: distribution principles; correspondence with B. Rosen, debtors, and UCC re: confirmation order; draft status update	2.40
24 May 2024	MRV	Call with J. Sazant regarding substantial contribution submission.	0.30

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
25 May 2024	BSR	Review and revise status update (0.20); Memorandum to Sazant and Volin regarding opinion/Next Steps (0.10); Review Volin memorandum regarding same (0.10); Memorandum to Volin regarding same (0.10); Review replies regarding DCG Adversary and Articles regarding same (0.80).	1.30
26 May 2024	BSR	Review ██████████ memorandum regarding AHG Claim reconciliation (0.10); Memorandum to ██████████ regarding same (0.10); Review ██████████ reply regarding same (0.10); Review J. Sazant correspondence regarding KYC process (0.60).	0.90
27 May 2024	MRV	Draft substantial contribution submission.	3.40
28 May 2024	MTH	Review governance issues.	0.50
28 May 2024	BSR	Conference call with SteerCo regarding open matters (0.60); Conference call with Cleary, W&C, et al., regarding closing prep (0.70); Conference call with AHG regarding update, KYC, etc. (0.70); Memorandum to J. Sazant regarding SteerCo call (0.10); Review J. Sazant memorandum regarding same (0.10); Review and revise ██████████ Settlement Agreement (0.40); Memorandum to J. Sazant regarding same (0.10); Review draft confirmation order (0.60); Teleconference with ██████████ regarding Ducera call (0.30); Teleconference with ██████████ regarding same (0.20); Teleconference with O'Neal regarding Tax, Ducera etc. (0.40).	4.20
28 May 2024	YSH	Attended prep closing call - 0.5; attended adhoc steering committee call - 0.4; Email communications and discussions regarding proposed reserve for tax liability - 0.9	1.80
28 May 2024	TTM	Attended Closing Preparation call (0.5 hrs); attend weekly Ad Hoc Group call (0.3 hrs); correspondence re: tax reserve estimate and draft email to BRG tax team (0.5 hrs).	1.30
28 May 2024	LBO	Review memorandum opinion regarding NYAG settlement and confirmation.	0.90
28 May 2024	JS	Weekly SteerCo call re: case status update; weekly AHG call re: case status update; claims reconciliation; correspondence with B. Rosen, creditors, and Debtors re: same; edit claim settlement agreement; correspondence with B. Rosen and debtors re: same	5.30
28 May 2024	MRV	Weekly call with steering committee (.4); weekly closing call with Cleary and White & Case (.4); weekly ad hoc group call (.3); draft substantial contribution statement (4.2).	5.30
28 May 2024	AJ	Maintain docket calendar and register attorneys for upcoming hearings (0.30); Pull pleadings and distribute to team per J. Sazant (0.20).	0.50
29 May 2024	MTH	Conf call Cleary, WC tax re EY tax return prep issues	1.00
29 May 2024	BSR	Conference call with SteerCo regarding rebalancing issues (0.60); Review SteerCo memorandum regarding same (0.40); Teleconference with ██████████ regarding same (0.20); Teleconference with ██████████ regarding same (0.20); Teleconference with ██████████ regarding Ducera/Proposal (0.40); Review ██████████ memorandum regarding same (0.30); Revise side-by-side analysis regarding same (0.40); Memorandum to ██████████ et al., regarding same (0.10); Review and revise draft Stay objection (1.80); Memorandum to J. Sazant regarding same (0.20); Teleconference with J. Sazant regarding same (0.20); Teleconference with G. Andrew regarding NYAG litigation (0.30); Memorandum to SteerCo regarding same (0.20); Review Y. Habenicht memorandum regarding Tax issues	7.30

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		(0.10); Memorandum to Y. Habenicht regarding same (0.10); Review Y. Habenicht reply regarding same (0.10); Review M. Hamilton memorandum regarding same (0.10); Memorandum to Hamilton regarding same (0.10); Review and revise notice regarding plan supplement (0.20); Memorandum to R. Minatt regarding same (0.10); Review O'Neal memorandum regarding Tax call (0.10); Memorandum to Hamilton regarding same (0.10); Conference call with Cleary, et al., regarding Tax issues (0.60); Review DCG reservation of rights (0.20); Teleconference with O'Neal regarding same (0.10); Teleconference with J. Sazant regarding same (0.10).	
29 May 2024	YSH	Email communications and discussions regarding proposed reserve for tax liability - 0.9; Review of documents and discussions regarding EY's position on consolidation and governance.	2.30
29 May 2024	TTM	Attend call to discuss Weil Tax Letter.	1.00
29 May 2024	JS	Call with SteerCo re: rebalancing issues; claims reconciliation; correspondence with B. Rosen, creditors, and debtors re: same; edit objection to potential motion for stay pending appeal; review DCG's reservation of rights; call with B. Rosen, M. Hamilton, Y. Habenicht, debtors, and UCC re: tax issues; edit substantial contribution statement; correspondence with B. Rosen re: confirmation order	6.60
29 May 2024	MRV	Draft substantial contribution statement.	8.20
29 May 2024	AJ	Pull pleadings and distribute to team per J. Sazant.	0.20
30 May 2024	MTH	Review materials from Weil re EY governance concerns	0.80
30 May 2024	MTH	Conf call Cleary et al	0.80
30 May 2024	BSR	Memorandum to O'Neal regarding effective date (0.30); Review O'Neal memorandum regarding same (0.20); Memorandum to Renzi regarding reserves (0.10); Review and revise status update (0.30); Memorandum to J. Sazant regarding same (0.10).	1.00
30 May 2024	BSR	Review M. Volin draft substantial contribution pleading (1.70); Review Minott memorandum regarding confirmation order regarding Tax issues (0.40); Memorandum to R. Minott regarding same (0.10); Review A. Parra Memorandum regarding same (0.10); Review R. Minott memorandum regarding same (0.10); Conference call with Cleary, W&C, et al., regarding same (0.50); Attend Status Conference regarding 3AC/DCG and confirmation issues (1.40); Conference call with Steer Co regarding same (0.60); Teleconference with ██████████ regarding same (0.40); Memorandum to ██████████ and ██████████ regarding Ducera update (0.20); Review ██████████ memorandum regarding same(0.10); Review ██████████ memorandum regarding same (0.10); Review O'Neal memorandum regarding Confirmation Order (0.10); Memorandum to O'Neal regarding same (0.10); Memorandum to M. Hamilton regarding same (0.10); Review Hamilton memorandum regarding EY (0.10); Memorandum to Hamilton regarding same (0.10).	6.20
30 May 2024	YSH	Analysis of tax issues regarding questions about consolidated tax group.	1.10
30 May 2024	JS	Call with B. Rosen, M. Hamilton, Y. Habenicht, debtors, and UCC re: tax issues; correspondence with B. Rosen re: substantial contribution statement; attend hearing re: confirmation order; call with SteerCo re: case status update; review confirmation order; claims reconciliation; correspondence with B. Rosen, debtors, creditors re: same	3.70

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 Invoice Number 21255585

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
30 May 2024	MRV	Attend hearing (1.1); weekly call with steering committee (.3).	1.40
30 May 2024	AJ	Maintain docket calendar and register attorneys for upcoming hearings (0.20); Pull pleadings and distribute to team per J. Sazant (0.30),	0.50
31 May 2024	MTH	Corresp re governance structure issues for EY	1.00
31 May 2024	BSR	Review confirmation order (0.40); Review Emeril findings and order for consistency (1.10); Memorandum to J. Sazant regarding distribution (0.10); Review AHG Correspondence regarding same (0.40); Review ██████████ memorandum regarding reserves (0.20); Memorandum to ██████████ regarding same (0.10); Review Minott memorandum regarding Board size (0.20); Memorandum to Minott regarding same (0.10); Review A. Parra memorandum regarding same (0.10); Memorandum to Minott regarding EY approval (0.10); Review A. Parra memorandum regarding same (0.10); Review Y. Habenicht memorandum regarding same (0.10); Memorandum to Habenicht regarding same (0.10).	3.10
31 May 2024	YSH	Communications regarding questions regarding tax consolidation.	0.40
31 May 2024	JS	Claims reconciliation; correspondence with B. Rosen, debtors, and creditors re: same; review Plan comments; correspondence with B. Rosen, debtors, and UCC re: amended plan and tax issues; review confirmation order	2.70
31 May 2024	AJ	Pull pleadings and distribute to team per J. Sazant.	0.30

Client Name Committee of Facility B Lenders (87307)
Matter Name Debt Restructuring (0001)

Invoice Date 07 Jun 2024
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Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees Amount</u>
<u>Partner</u>			
Hamilton, Martin T.	7.20	1,915.00	13,788.00
Rosen, Brian S.	85.40	2,135.00	182,329.00
Total Partner	92.60		\$ 196,117.00
<u>Associate</u>			
Habenicht, Yomarie S.	8.90	1,415.00	12,593.50
Multari, Thomas T.	6.60	1,235.00	8,151.00
Osaben, Libbie B.	1.00	1,330.00	1,330.00
Sazant, Jordan	78.00	1,415.00	110,370.00
Volin, Megan R.	22.80	1,365.00	31,122.00
Total Associate	117.30		\$ 163,566.50
<u>Paralegal</u>			
Jonasz, Alexandra	6.90	320.00	2,208.00
Santiago, Javier	1.00	620.00	620.00
Total Paralegal	7.90		\$ 2,828.00
Professional Fees	217.80		\$ 362,511.50

Disbursement Summary

<u>Disbursements and Other Charges</u>	<u>Amount</u>
Computerized Research	2,208.00
Transcripts	63.45
Total Disbursements	\$ 2,271.45
Total Billed	\$ 364,782.95



Proskauer Rose LLP Eleven Times Square, New York, NY 10036-8299

Remittance Advice

Federal ID: 13-1840454

Genesis Global Capital, LLC
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006

Invoice: 21255585
Invoice Date: 07 Jun 2024
Client Matter ID: 87301.0001

Attn: Sean O'Neal

Remit To:
Proskauer Rose LLP
Eleven Times Square
New York, NY 10036-8299
ATTN: Accounts Receivable

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001

Total Due This Invoice

\$ 364,782.95

Outstanding Invoices

<u>Date</u>	<u>Invoice</u>	<u>Total</u>	<u>Credits Applied</u>	<u>Remaining Balance</u>
28 Feb 2023	21163173	892,660.90	0.00	892,660.90
29 Mar 2023	21172181	599,210.76	0.00	599,210.76
26 Apr 2023	21178142	500,505.13	0.00	500,505.13
22 May 2023	21183447	272,087.08	0.00	272,087.08
25 Jul 2023	21194983	989,906.68	0.00	989,906.68
29 Aug 2023	21203533	240,841.41	0.00	240,841.41
19 Sep 2023	21204677	265,491.50	0.00	265,491.50
16 Oct 2023	21215363	964,314.12	0.00	964,314.12
20 Dec 2023	21225600	1,756,001.62	0.00	1,756,001.62
25 Jan 2024	21231235	889,128.28	0.00	889,128.28
29 Feb 2024	21237428	1,458,656.52	0.00	1,458,656.52
28 Mar 2024	21242729	1,114,409.67	0.00	1,114,409.67
26 Apr 2024	21247954	677,196.80	0.00	677,196.80
28 May 2024	21253475	324,298.90	0.00	324,298.90
Total Outstanding				\$ 11,309,492.32

Payment in USD may be sent by wire or ACH to:
CitiBank, N.A., 111 Wall Street, New York, NY 10043
Account Name: Proskauer Rose LLP. Account Number 02838341
ABA Number 021-000089
SWIFT: CITIUS33
Ref Id: 87301.0001